

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

WA = Cantillo Preliminary Data Request (10/22/02), B = LL&M Document request (10/24/02)

C = Signal Hill Second Document Request, D = Cantillo Supplemental Data Request (11/1/02)

E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
Corporate Records											
C 203 C 206	WA 1	Current snapshot of organizational charts before/after the proposed conversion listing all Premera subsidiaries and affiliated members of the Insurance Holding Company System of which Premera is a member, including headcount data.	10/22/2002	09/17/2002 10/25/2002	None	None	Provided - Most recent org chart found at Exhibit A-6 Section 7 of 10/25/02 filing (9/3/02 Amendment Form B); Post conversion chart found at Exhibit B-3 of 9/17/02 filing	Public	Complete Response		Complete
	WA 2	List of states where Premera and each of its affiliates is or has been licensed or qualified to do business for the last 5 years.	10/22/2002	11/7/2002	0000001	0000002	List of states where PREMERA companies have been qualified to do business	Public	Complete Response		Complete
	WA 3	Schedule of all acquisitions, mergers, dispositions, or other affiliations, and their incorporation status, effected by Premera from inception through the current date (1933 to present).	10/22/2002	11/7/2002 2/5/2003 2/12/03	0000003 0029331 0029827	0000004 0029339 0029844	Schedule of acquisitions, mergers, dispositions or other affiliations November 1983 to present. The term "dispositions" is defined to mean material transactions (as defined in RCW 48.44.530) entered into by Premera with a third party in which it transferred or sold a line of business to such third party. Organizational chart showing history of Premera 1933-present; Summary of significant corporate transactions for each Premera entity.	Public	Complete Response	A general description has been provided. Lack of all history beginning in 1933 to present as of Dec 2002. (1/6/03) Premera states it is working on this (1/10/03) Only goes back to 1987 (1/31/03 AK); Have not received file reported to be sent on Feb. 12 (2/26/03 AK)	Complete as of February 12. (2/27) Premera to confirm which consultants did not receive the referenced document(s) and provide another copy. (3/6) Complete pending Tom Johnson review.
B 101	WA 4	Presentations from senior management or by Premera's financial advisor(s) to Premera's management, its Board of Directors or any of its subcommittees regarding corporate strategy and planning, including all presentations regarding the proposed transaction and alternatives considered since January 1, 1997.	10/22/2002	12/4/2002 1/28/03 1/28/2003 1/28/2003 2/26/2003 3/4/2003 3/11/2003	0016749 0020182 0022158 0024830 0031640 0032302 0032350	0018278 0020444 0022195 0024865 0031762 0032249 0032318 0032442	See table listing 57 presentations from 2/12/97 to 10/6/02 at 0016751 to 0016754. Additional presentations provided, including Market Expansion - August 2002 and Arizona Expansion - December 2002; Page from Operations Update from 8/26/99 mentioned United and QualMed's plans for exiting Washington Market; Page from Operations Update from 12/1/99 mentioning QualMed's Plan for exiting Washington Market; Corporate Strategy Presentations from 1999 Board Retreat. 2003 Strategic platform presentation as presented at Premera Performance and Outlook Meeting on February 26, 2003. Presentations to be made by Premera management to A.M. Best at March 12, 2003 meeting	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premera needs to organize according to the corresponding requests. Premera in the process of reorganizing. (3/17/03)	Complete. Premera confirmed at the January 7 meeting with OIC and Consultants that the Premera Board of Directors generally meets on a quarterly basis. Premera received clarification from the consultants at the January 7 meeting that the term "strategic" should include transactions or proposed acquisition transactions involving Premera. Subject to any documentation listed on the Privilege Log, Premera has provided all relevant requested documents to consultants as of February 26, 2003. (3/6): Complete pending consultants' receipt and review of privilege log (3/14) Privilege Log delivered to Consultants
	WA 5	All written correspondence and materials exchanged between Premera and its financial advisor(s).	10/22/2002	12/2/2002 1/28/03 2/26/2003 2/26/2003 3/4/2003	0016574 0024866 0031763 0032250 0032219	0016576 0025061 0031935 0032321	This response contains documents that have been presented to Premera by its financial advisors (Goldman Sachs) that have been used in analyzing the conversion and Premera's strategic alternatives. Premera's response to this request has specifically excluded general correspondence such as health care industry news clippings, equity analyst reports, quarterly performance statistics of public managed care companies, updates on conversion activities of other Blue plans and other administrative and scheduling issues. Throughout the last two years, written correspondence exchanged with Goldman Sachs has been centered around the presentations for the Board of Directors, all of which have been provided previously under WA 4. There have been many oral conversations between Goldman and Premera centered around the conversion and Premera's capital alternatives. Additional documents provided 1/28/03: Presentation to Premera - regarding Goldman Sachs role as Financial Advisor 6/11/02; Presentation to Premera regarding the IPO Process and Managing a Public Company 8/9/02; Presentation to PBC regarding the Com	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premera needs to organize according to the corresponding requests. Premera in the process of reorganizing. (3/17/03)	Complete. The documents that have been provided in request WA 04 that are authored by Goldman Sachs are the only presentations that have been made to the Premera Board of Directors by Goldman Sachs. Premera's executive management reviewed each of these presentations with Goldman prior to presentation to the Board of Directors. Premera has performed a final search for documents responsive to this request and has provided additional emails and other materials exchanged between Goldman Sachs and Premera management. As such, Premera has provided all information in its possession that is responsive to this request, subject to any material identified on Premera's Privilege Log. (3/6): Complete pending consultants' receipt and review of privilege log (3/14) Privilege Log delivered to Consultants (3/20) Privilege Log with crosswalks provided to Consultants
B 102 B 103 B 106 B 113	WA 6	Minutes of meetings of Premera's Board of Directors and any of its subcommittees that examined the issue of the potential conversion for the last five years.	10/22/2002	11/15/2002 12/11/2002 1/21/2003 2/5/2003 3/14/2003	0000005 0018903 0022268 0029340 0032498	0000111 0018909 0022424 0029451 0032541	Board and Committee minutes in which the proposed conversion was discussed; Minutes of Special Meeting of Board of Directors on 1/24/02; Additional Premera and PBC board and committee minutes (with agendas) where conversion was discussed. Any information subject to the attorney-client privilege has been redacted and will be described in a privilege log to be provided. Copies of PBC Board and Committee minutes (note: the Premera Board and Committee minutes for the same dates were provided in November 2002) (3/14) Premera and PBC December Board and Committee Minutes	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premera needs to organize according to the corresponding requests. Premera in the process of reorganizing. (3/17/03)	Complete - Premera has provided all materials in its possession responsive to this request. The Privilege Log identifying redacted materials from the meeting minutes will be provided to Consultants by February 26. (3/6): Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log delivered to Consultants (3/20) Privilege Log with crosswalks provided to Consultants
	WA 7	Copies of any third-party consultant studies/actuarial appraisals prepared for Premera with respect to the transaction.	10/22/2002	11/15/2002	0011022		Except for the Millman letter contained in Exhibit E-7 to the Form A there are no studies/actuarial appraisals with respect to the financial implication of the transaction to Premera. The minutes of Board meetings will elaborate on discussion that was held while Premera consultants were present. Furthermore, presentations made to Premera's Board by the Board's financial advisors are contained in exhibit WA 05 (cross-referenced to WA 04).	Confidential	Complete Response		Complete
	WA 8	Any studies or analyses prepared with respect to the impact of Premera's conversion to "for-profit" status.	10/22/2002	11/15/2002	0011023		None. Please see reference to WA 07.	Confidential	Complete Response		Complete

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E = Cantilo Supplemental Data Request (as of 01/06/2003); 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
C 207	WA 9	Summary description of all inter-company agreements (e.g., general management, cost sharing, investment management, tax sharing) in force from January 1, 1997, to the present, and changes thereto through the current date.	10/22/2002	11/7/2002	0000112	0000115	Exhibit listing and describing all intercompany agreements currently in effect or entered into or effective after 1/1/97 and not in effect today	Public	Complete Response		Complete
C 207 C 243	WA 10	A schedule of payments/reimbursements for all inter-company expenses related to any inter-company agreements for the year 2001 and for the six months ended June 30, 2002 (and the nine months ended September 30, 2002, when available).	10/22/2002	11/15/2002	0010224	0010252	Monthly memos asking for fund transfers, which agrees to the intercompany balances, per the general ledger, and then support from the general ledger showing the amounts settled in the subsequent months	Confidential	Complete Response		Complete
C 207	WA 11	Blue Cross Blue Shield Association ("BCBSA") licensing agreement.	10/22/2002	11/7/2002	0000116	0000292	BCBSA primary licensing agreements	Public	Complete Response		Complete
	WA 12	Most recent application of Premera for renewal of regular membership in the BCBSA.	10/22/2002	11/7/2002	None	None	Section 10 of the Primary Licensee Agreement provides that the License Agreement remains in effect until terminated. Thus, there is no renewal application.	Public	Complete Response		Complete
	WA 13	Complete copies of all correspondence, including e-mails and memoranda of oral conversations, between Premera and BCBSA regarding the proposed conversion and related or alternative transactions.	10/22/2002	12/11/2002 2/14/2003 2/14/2003 2/14/2003 2/26/2003 2/26/2003	0010254 0018910 0030093 0030342 0030357 0032143	0010274	Description of materials presented to BCBSA on 6/26/02: "Meeting with BCBSA"; "Premera Reorganization". Description of oral presentation; Additional correspondence between Premera and BCBSA re proposed conversion transaction; Additional correspondence and materials between BCBSA and Premera: (a) information on history of FTC antitrust concerns about physician and hospital control of Blue Plans, as may relate to issues in the WSHA claim on assets TAB A- FTC position paper on antitrust issues related to physician/hospital relations with Blues; (b) public BCBSA statements on the North Carolina conversion (Tab B- letter on the NC conversion; (c) Public BCBSA statements re issue of conversion generally (Tab 2C-Statement of Mark Orloff, Deputy General Counsel for BCBSA); (d) R. Wilson transmittal of BCBSA Board minutes from 1971 re non-provider majority requirements for Plan boards; (e) R. Wilson email dated 7/2/02 re summary of BCBSA conversion provision requirements.	Confidential	Incomplete Response	Received on 12 Dec. See e-mail from Andrew Taktajian to Peter Buck of December 16, 2002 for a complete explanation. Did not receive a response regarding the various restrictions or terms included in the agreements of the proposed or alternative conversions (i.e. voting trust and divestiture agreement, etc.), or communication with Premera such as the various structure of the proposed or alternative conversions, including but not limited to, the Foundation Shareholder and Charitable Organizations. (1/6/03) Premera is addressing confidentiality issues/BCBSA others. (1/10/2003) Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premera needs to organize according to the corresponding requests. Premera in the process of reorganizing. (3/14/03)	Complete. Premera has provided all documentation responsive to this request, subject to any materials listed on the Privilege Log. (3/6): Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log delivered to Consultants (3/20) Privilege Log with crosswalks provided to Consultants
	WA 14	The most recent articles of incorporation and bylaws for each of the companies within Premera, including, the articles of incorporation and bylaws for PBC-AK.	10/22/2002	11/15/2002	0000293	0000630	Most recent articles of incorporation and bylaws for each company in the Premera system	Confidential	Complete Response		Complete
	WA 15	The articles of dissolution and plans of distribution for LifeWise.	10/22/2002	11/15/2002	0000631	0000649	Articles of dissolution and plans of distribution for LifeWise	Public	Complete Response		Complete
B 114 B 115 B 116	WA 16	Application for solicitation permit for New PREMERA.	10/22/2002	11/15/2002 1/22/2003	None 0023598	None 0024384	See letter, dated October 25, 2002, from Premera to James Odiome; Solicitation Permit Applications for 1) Issuance of stock by New Premera to Foundation Shareholder; 2) Issuance of stock of New Premera Blue Cross Corporation; 3) Issuance of stock of New LifeWise Health Plan of Washington.	Confidential	To discuss further at a future date		Complete subject to resolution of timing issues related to two of the solicitation permits requested by Consultants. See Letter from Premera Blue Cross to James T. Odiome, dated January 17, 2003, included as part of response to WA 16.
	WA 17	Registration documents for health service contractor status for the post-conversion "new" companies.	10/22/2002	11/15/2002	None	None	See WA 16.	Confidential	To discuss further at a future date		Complete subject to resolution of timing issues with respect to this request. See Letter from Premera Blue Cross to James T. Odiome, dated January 17, 2003, included as part of response to WA 16. (3/14) Premera awaiting response from OIC on this issue
	WA 18	Any documents regarding analysis by Premera or its advisors of the Foundation Shareholder's, and its related Washington and Alaska charitable organizations', funding and governance issues.	10/22/2002	11/15/2002	0010275	0010283	IRC 501(c)(3) Private Foundation – 10/25/01 Panther Project – 501(c)(3) Purposes: Unmet Healthcare Needs Document outlining Relationship of Tax-Exempt Organizations to For-profit Entity (Missouri, Wisconsin, California)	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted	Complete. The Privilege Log identifying redacted or privileged materials will be provided to Consultants by February 26. (3/6): Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log delivered to Consultants (3/20) Privilege Log with crosswalks provided to Consultants
	WA 19	The following exhibits to the Form A that have not been provided to date:	10/22/2002								
B 119	WA 19	Exhibit A-6 - Application for Certificate of Authority for PBC-AK in Alaska	10/22/2002	10/25/2002	None	None	Exhibit A-6 of 10/25/02 filing	Public	Complete Response		Complete
B 121	WA 19	Exhibit E-7 - Business Plan (according to form A, was submitted confidentially)	10/22/2002	9/30/2002	None	None	Exhibit E-7 (in its entirety) filed on 9/30/02) and redacted version filed (10/25/02)	Public	Complete Response		Complete
B 122	WA 19	Exhibit E-8 - Description of Destacking Transaction	10/22/2002	10/25/2002	None	None	Exhibit E-8 of 10/25/02 filing	Public	Complete Response		Complete
B 123	WA 19	Exhibit G-10 - Description of Stock Ownership Plans	10/22/2002	10/25/2002	None	None	Exhibit G-10 of 10/25/02 filing	Public	Complete Response		Complete
B 124	WA 19	Exhibit G-20 - BCBSA License Agreement Addendum	10/22/2002	10/25/2002	None	None	Exhibit G-20 of 10/25/02 filing	Public	Complete Response		Complete
B 125	WA 19	Exhibit G-21 - Intellectual Property License Agreement	10/22/2002	10/25/2002	None	None	Exhibit G-21 of 10/25/02 filing	Public	Complete Response		Complete
B 126	WA 19	Exhibit H-1 - Financial Statements of Applicant and its Affiliates	10/22/2002	9/17/2002	0000650		Exhibit H-1 of 9/17/02 filing	Public	Complete Response		Complete
B 127	WA 19	Exhibit H-2 - Management Agreement	10/22/2002	10/25/2002	None	None	Exhibit H-2 of 10/25/02 filing	Public	Complete Response		Complete

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Financial Statements											
	WA 20	Complete statutory Annual Statements and audited statutory financial statements for all statutory entities for the years in business for each entity	10/22/2002	11/7/2002 11/13/2002 1/28/03 2/19/2003	0000650.1 0011025 0026066 0030533	0004256 0011165 0029129	Audited Statutory Basis Financial Statements for the following: BCWA 1997; MSC 1997; PBC 1998-2001; HealthPlus 1997-99; SWL 1997-2001; LifeWise 1997-2001; Premera LifeWise Health Plan 2001. Statutory Annual Statements 1997-2001. PBC Audited Consolidated Financials 1997-2000; 1997 Audited Consolidated Financial for MSC; 1997 Consolidated Financials for BCWA. See also Request Response 806; Historic statutory statements - BCWA 1990 through 1996, SWL 1990 through 1996, MSC Life 1994 through 1996, LifeWise of Oregon 1994 through 1996, MSC 1990 through 1996, HealthPlus 1990 through 1996; The consultants have asked Premera for "additional years". Premera has provided all Statutory Annual Statements in our possession. In the 1/17/03 meeting, Premera understood that PWC has obtained of is obtaining such historical information from the OIC and will seek Premera's review of such information and to verify, to its knowledge, that the persons who executed such statements were officers at the company at the time of execution. Premera has not received any information for review as of 2/17/03.	Public	To discuss by 3/18/03; To discuss again on 3/20/03	Gaps in data, specifically 1957 to 1960. Consultants have attempted to gather most of the data from the OIC, but will need Premera's assistance in gathering missing data (2/26/03 WA); PwC and Redden will require Premera to "sign off" on compilation to be discussed by PwC/Redden on 3/18/2003 as to when compilation will be provided (3/14/03); PwC will provide to Redden the compilation during the week of 3/31/03. Redden will discuss on 3/20 the number of days required to review the compilation in order to make a determination whether changes need to be made or whether a separate compilation will be submitted to Premera. Premera is in the process of making some changes to the projections model as discussed on 3/14, and will have a revised model available on 3/21/03 (3/18/03).	Complete as of February 19 - Premera understands that PWC has obtained or is obtaining such information from the OIC and will seek Premera's review of such information and to verify, to its knowledge, that the persons who executed such statements were officers of the company at the time of execution. (2/27) Premera to confirm which consultants did not receive the referenced document(s) and provide another copy. See also WA03 for historical presentation of insured entities. Premera seeks additional clarification regarding need for assistance with this request (3/6) PWC and R-A to present historical assessment of financial statements from 1933 - 2001 and request signoff from Premera. (3/11) PWC will provide Premera with a "firm date" for completion of its compilation within the week. (3/14) PWC and R-A will notify Premera on March 18 when compilation will be available for Premera's review (3/18) PWC confirmed that Reden-Anders will receive PWC's "compilation by March 31, 2003. R-A to comment on March 20 on progress of its "compilation". Not date set for receipt by Prem (3/20) R-A and PWC to provide "compilation" to
	WA 21	Supplemental Annual Statement filings for Premera, including Management's Discussion and Analysis, SVO Compliance Certification, Supplemental Compensation Exhibit, and Schedule DC (if there are any investments in insurance futures) for all years.	10/22/2002	11/7/2002 11/20/2002	0004257 0015553	0004348 0015558	Management discussion & analysis for PBC and affiliates 1997 to 2002; Supplement Compensation Exhibit PBC and affiliates 1997 to 2001	Public	Complete Response		Complete
	WA 22	Statutory Quarterly Statement for Premera statutory entities as of June 30, 2002, and September 30, 2002.	10/22/2002	11/7/2002 11/21/2002	0004349 0016589	0004513 0016741	Quarterly Statutory Statements to the NAIC as of 6/30/02 and 09/30/02 for PBC, MSC Life, SWL, LifeWise, PLHP.	Public	Complete Response		Complete
819	WA 23	STAT to GAAP reconciliations for statutory entities for the period ending December 31, 1990, through December 31, 2001.	10/22/2002	11/15/2002	0011363	0011424	Stat to GAAP reconciliations: PRB 1997-2001; SWL 1997-2001; LHPO 1997-2001; MSC Life 1997-2001; MSC 1997; HealthPlus 1997-99; LHPW 2000-01	Confidential	Complete Response	Need December 31, 2002 update (2/26/03 WA) See E 498	Complete (3/11) Complete per consultants.
819	WA 24	Audited GAAP financial consolidated statements for Premera, together with consolidating schedules and footnotes, for all the years in business.	10/22/2002	9/17/2002 11/19/2002 1/28/03	None 0015565 0025062	None 0015756 0025144	See Exhibit H-1 of 09/17/02 Form A filing. Premera consolidated financial statements 1997 through 9/30/02; Historic GAAP Audited Statements 1994, 1995, 1996. The Premera finance department has no other materials in its possession responsive to this request.	Confidential	Complete Response	Need December 31, 2002 update (2/26/03 WA) See E 498	Complete as of January 28. (3/11) Complete per consultants.
	WA 25	Audited GAAP financial statements for all Premera subsidiaries and affiliates for all the years in business, and for the six months ended June 30, 2002, and the nine months ended September 30, 2002 (when available).	10/22/2002	11/19/2002 1/8/2003 1/28/03 2/14/2003	0015757 0021812 0025145 0030358	0015959 0021839 0025422 0030360	Income statements for all entities and lines of business 1997 through 9/30/02; Consolidated GAAP Financial Statements for PBC for 2001; Historic audited statements BCWA 1990 through 1996, MSC 1990 through 1996. The Premera finance department has no other materials in its possession responsive to this request. Inclusion of additional balance sheets in response to Consultants' comments.	Confidential	Complete Response	Need December 31, 2002 update (2/26/03 WA) See E 498	Complete as of February 14. (2/27) New request. Premera to provide response to E498. (3/6) Complete, more current information to be provided in response to E498. (3/11) Complete per consultants.

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
C 205	WA 26	Breakdown of historical financial information on a premium and fee basis by product line, operating unit and geographic region for the years ended December 31, 1997, through 2001 and Q1 and Q2 2001 and 2002 (Also provide Q3 2001 and 2002 data when available).	10/22/2002	11/19/2002 1/29/2003 1/31/03	0015960 None 0029130	0016037 None 0029131	Income statements for all entities and lines of business 1997 through 9/30/02. "Split P&L" from 01/01/97 through 09/30/02 emailed to consultants on 01/29/2003; Revised Split PL file with WA, AK and other split out	Confidential	Complete Response	Need December 31, 2002 update (2/26/03 WA) See E 498	Complete as of January 31 - See Response #838 for "Split P&L" from 01/01/01 through 09/30/02. "Split P&L" from 01/01/97 through 09/30/02 emailed to consultants on 01/29/2003. See also WA 25, WA 60 and E 427. (2/27) New request. Premera to provide response to E498. (3/6) Complete, more current information to be provided in response to E498.
	WA 27	Balance sheet, income statement, cash flow statement, and the analysis of operation by lines of business for Blue Cross in Washington and Alaska and Medical Service Corporation of Eastern Washington starting in 1957 and every 10 years until 1997.	10/22/2002	11/7/2002 1/28/03 1/31/03 2/14/2003	0004514 0025433 0029132 0030361	0025527 0029136	See WA 20 above. Historic Lines of Business Reports for BCWA 1986, 1990 through 1996. The Premera finance department has no other materials in its possession responsive to this request; Historic Lines of Business reports for MSC 1991, 1992. With its response of 1/31/03, the Premera finance department stated it has no other materials in its possession responsive to the original request. A follow up to the original request states that "Balance sheets and cash flows by state not provided." Premera does not produce balance sheet and cash flow information by line of business or by state. The only balance sheet Premera produces is on a consolidated level using GAAP. Premera thus believes this item is complete.	Public	Complete Response	Premera does not have balance sheet and cash flow by line of business. Might need to see allocation on how each LOB contributes to consolidated balance sheet and cash flow if possible. (2/26/03 AK)	Complete as of February 14. (2/27) Premera reconfirms that it does not do balance sheets and cash flows by line of business. (3/6) Complete. Premera cannot provide balance sheets by line of business.
B 154 B 159	WA 28	Monthly internal management reports, including operating results, management discussion and analysis of financial results, and a comparison of performance relative to budget on a premium and fee basis, since January 1, 1999.	10/22/2002	11/15/2002 1/8/2003 2/12/2003	0004515 0021840 0029845	0007283 0022039 0029912	Monthly internal management reports, including operating results, management discussion and analysis of financial results, and a comparison of performance relative to budget on a premium and fee basis, since January 1, 1999; Monthly Internal Management Reports for September-November 2002; December 2002 Officer's Financial and Operational Review (Beige Book)	Confidential	Complete Response		Complete as of February 12.
	WA 29	Any detail on minority interests or nonconsolidated investments included on Premera's balance sheet, including a description of each venture and the partner(s), Premera's ownership, the initial amount invested, and summary historical and projected financial statements.	10/22/2002	11/7/2002	0007284		This item is not applicable	Public	Complete Response		Complete
Audit Information											
	WA 30	External auditor's management letter with management response for the last three years 2001, 2000, and 1999.	10/22/2002	11/7/2002	0007285	0007317	External auditor's management letter with management response for 1999, 2000 and 2001	Public	Complete Response		Complete
	WA 31	External auditor's summary of unadjusted differences list in connection with December 31, 2001, audit.	10/22/2002	11/15/2002	0007318	0007321	External auditor's summary of unadjusted differences in conjunction with the 12/31/01 audit	Confidential	Complete Response		Complete
B 140 807 808	WA 32	Summary listing of all internal audits conducted in 2001, and through June 30, 2002, and access to audit reports and work papers.	10/22/2002	11/15/2002	0007322	0007324	List of internal audit reports issued between 1/1/01 and 6/30/02. See also Request Responses 826 and 827	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted (2/26/03 WA); Document was noted as missing in correspondence from Peterson to Peter Buck on 12/20/02. In a special shipment of documents from Premera received on 1/15/03, Premera noted that this document "needed to be pulled from another location and would follow shortly." As of 2/21/03, the document has still not been shipped to Peterson. (2/26/03 AK)	(2/27) Premera to confirm which consultants did not receive the referenced document(s) and provide another copy. (3/6) Complete pending consultants' receipt and review of missing documents and privilege log. (3/14) Complete per Consultants (3/20) Privilege Log with crosswalks provided to Consultants
B 140	WA 33	Access to independent auditors' working papers to related to the 2001, 2000, 1999, and 1998 audits.	10/22/2002	11/15/2002	0007325		Ernst & Young's workpapers have been made available for inspection by the Consultants, were reviewed during the week of November 25, 2002, and copies were mailed to PWC on December 4 and 11, 2002.	Confidential	Complete Response		Complete
B 144	WA 34	All letters from independent accountants to Premera or any subsidiary, and any reports prepared by internal auditors, counsel or others, regarding Premera's internal control systems, methods of accounting, and any correspondence related to material accounting issues (e.g., change in accountants, increase in reserves for losses).	10/22/2002	11/15/2002 12/11/2002	0011425 0018911	0011459 0018914	E&Y required communications 1998-2001; E&Y Internal Control Letters: PBC 1999-2001; HealthPlus 1998-99; SWL 1997-8, 2001; LHPO 1997, 2001; MSC Life 1997; LHPW 2001; Internal control letters - PBC 1998, LWS 1998, MSC Life 1998	Confidential	Complete Response		Complete
	WA 35	Management representation letters and audit waiver letters for all internal audits conducted in 2001, and through June 30, 2002 (and September 30, 2002, when available).	10/22/2002	11/15/2002	None	None	None. See WA 32.	Public	Complete Response		Complete
Regulatory Financial/Actuarial Information											

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

WA = Cantillo Preliminary Data Request (10/22/02), B = LL&M Document request (10/24/02)

C = Signal Hill Second Document Request, D = Cantillo Supplemental Data Request (11/1/02)

E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	WA 36	Summary of Premera permitted statutory accounting practices in Washington, Alaska, and Oregon for each of the ten years ended December 31, 2001, and for the six months ended June 30, 2002 (and the nine months ended September 30, 2002, when available).	10/22/2002	11/15/2002 2/19/2003	0007326 0030534		Not applicable. Premera does not use any significant permitted statutory accounting practices; The original request was for a summary of Premera permitted statutory accounting practices in WA, AK and OR. In response, Premera indicated that it does not use any significant accounting practices. As a follow up request, the Consultants replied "Need the STAT accounting practices of the Company. (1/31/03 AL)." Premera follows the NAIC prescribed Statements of Statutory Accounting Principles in preparing its statutory financials.	Public	Complete Response		Complete as of February 19
	WA 37	For each of Premera's subsidiaries: a description of the basis of valuation utilized in the statutory Annual Statement of Premera as of December 31, 2001, including any NAIC Securities Valuation Office filings.	10/22/2002	11/15/2002	0011166	0011168	A copy of the applicable notes and Schedule D pages from the 2001 PBC Annual Statement	Public	Complete Response		Complete
	WA 38	NAIC IRIS Ratio results for Premera for the years ended December 31, 1997, to December 31, 2001, including copies of management's analysis of any "unusual values".	10/22/2002	11/7/2002	0007327	0007363	NAIC IRIS Ratio results: SWL 1998-2001; LifeWise 1999-2000; MSC Life 1997-2001	Public	Complete Response		Complete
	WA 39	NAIC Risk-Based Capital calculations for Premera's statutory entities for the years ended December 31, 1997, to December 31, 2001.	10/22/2002	11/7/2002	0007364 0011169	0008231 0011210	NAIC Risk-Based Capital calculations for: PBC 1998-2001; MSC Life 1997-2001; HealthPlus 1998-99; SWL 1998-2001; LifeWise 1997-2001; PLHP 2000-2001; SWL 1997	Public	Complete Response		Complete
	WA 40	All statutory financial examination reports of Premera and its regulated affiliates for any state for the years ending December 31, 1997, to December 31, 2001.	10/22/2002	12/4/2002	0018279	0018308	Report of Financial Exam by OId as of 12/31/99 re LifeWise Oregon; Memo dated 12/13/01 to Neeraj Gupta from Mike Phillips re follow-up exam of LifeWise Oregon	Confidential	Complete Response		Complete as of January 7 - Premera confirmed on January 7 that this is the only financial examination report for the period of examination covered by this request.
	WA 41	Actuarial analyses and reports prepared for this transaction.	10/22/2002	11/15/2002	0010284	0010292	Opinion letter by Jerry Lusk	Confidential	Complete response	Subject to clarification	Complete as of November 15, 2002, subject to further clarification from consultants regarding their follow-up request on January 31, 2003. (2/27): Premera requests clarification so that a resolution can be obtained. (3/6) Complete. Premera has confirmed that the information previously provided is the only responsive information available.
Tax, Financial and Actuarial Information Related to this Transaction											
	WA 42	All federal and state income tax returns for 2001, 2000, and 1999 for the Premera group and its affiliates including supporting workpaper files and access to any additional prior year open returns not requested above as necessary.	10/22/2002	11/15/2002	0008232	0008626	Federal Corporate income tax form 1120-PC for tax years 1999-2001; Alaska Corporation net income tax returns 1999-2001; Oregon Insurance Excise tax returns 1999-2001	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted	Complete. The Privilege Log identifying privileged materials related to this request will be provided to Consultants by February 26. (3/14) Privilege Log delivered to Consultants (3/20) Privilege Log with crosswalks provided to Consultants
C 257	WA 43	Copy of any tax sharing agreements to which Premera or any of its affiliates is a party and documentation supporting the settlement of inter-company balances in accordance with such agreements.	10/22/2002	11/15/2002 11/21/2002	0010293 0016577	0010371 0016853	Tax Sharing Agreement between PBC, MSC & Premera; Restated Tax Sharing Agreement - Premera, BCWA and MSC; Workpapers supporting allocation of federal income taxes to affiliates for years 1997 through 2002; Records proving that allocations reported in Item 4 were charged to affiliates and collected are available at the Company's place of business. Documentation supporting the settlement of inter-company balances in accordance with tax sharing agreements.	Confidential	Complete Response		Complete
C 258	WA 44	List of current open tax years and summary of statute of limitations extensions or waivers.	10/22/2002	11/15/2002	0008627	0008631	Description of the Statutes of Limitations presently in place. List of open years	Confidential	Complete Response		Complete
B 110 C 258	WA 45	Listing of issues that have been raised but are unresolved and agreed to adjustments with respect to examinations in process.	10/22/2002	11/15/2002	0008632	0008634	Listing of issues raised	Confidential	Complete Response		Complete
B 110	WA 46	Listing of any issues raised in connection with previous IRS examinations in the last 10 years and an explanation of how such items were resolved.	10/22/2002	11/15/2002	0008635	0008643	Income tax issues raised by the IRS since 1997	Confidential	Complete Response		Complete
	WA 47	Listing of any deferred inter-company transactions among Premera and its affiliates.	10/22/2002	11/15/2002	0008644	0008645	Response to query re deferred inter-company items	Confidential	Complete Response		Complete
	WA 48	Provide information relating to the proposed tax treatment of costs incurred by Premera and its affiliates in connection with the proposed transaction.	10/22/2002	11/15/2002	0010372	0010373	Tentative principles for the tax treatment of the conversion costs	Confidential	Complete Response		Complete

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

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C = Signal Hill Second Document Request, D = Cantillo Supplemental Data Request (11/1/02)

E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	WA 49	Any tax opinions or memoranda (both internal or external) whether in draft or final form, or ruling requests related to the conversion and its impact on the company, the policyholders, or the foundation.	10/22/2002	1/8/2003 2/18/2003	0022040 0030457	0022044 0030532	Draft Forms of Opinion for Section 833, 368 and 382; Ruling requests to the Washington Department of Revenue with respect to certain excise taxes are in the process of initial drafting. Copy of Long-Form Opinion.	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted	Complete - Premera provided the requested information on January 6, 2003 and on February 18, 2003 and thus believes this item is complete. The Privilege Log identifying privileged materials related to this request will be provided to Consultants by February 26. (3/6): Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log delivered to Consultants (3/18) Premera's long-form opinion regarding Section 833(b) has not been drafted. When it is drafted, it will appear on Premera's Privilege Log. (3/20) Privilege Log with crosswalks provided to Consultants
	WA 50	Any tax opinions, or memoranda (both internal or external) whether in draft or final form relating to whether Premera has previously undergone a material change in operations or structure pursuant to IRC section 833.	10/22/2002	1/8/2003	0022040	0022044	See response to WA 49	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted	Complete as of January 8. The Privilege Log identifying privileged materials related to this request will be provided to Consultants by February 26. (3/6): Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log delivered to Consultants (3/20) Privilege Log with crosswalks provided to Consultants
B 111	WA 51	Copies of any valuations performed in connection with subscriber contracts, workforce and other intangibles that existed as of January 1, 1987, and summary of amortization deductions taken in prior open tax returns (if any).	10/22/2002	11/15/2002	0008646	0008731	Copy of the Deloitte & Touche valuation of the PBC intangibles upon which a refund claims was based	Confidential	Complete Response		Complete
	WA 52	Listing of all accounting method change requests within the last 5 years for federal income tax purposes and copies of the related Forms 3115.	10/22/2002	11/15/2002	0008732	0008771	Consent to follow IRS procedures and Form 3115	Confidential	Complete Response		Complete
	WA 53	Any analysis or review memoranda addressing the impact that the proposed transaction would have on the prospective utilization or limitation of any tax attributes including net operating losses, capital losses, built-in losses, AMT credits, general business credits, etc	10/22/2002	11/15/2002 2/19/2003	0011460 0030535	0030574	These documents are included in the E&Y tax opinion that will be presented in connection with items 49 and 50; Calculations and Assumptions Underlying Calculations Performed to Model Impact of Sections 382 and 833 on Effective Tax Rate.	Confidential	Complete Response		Complete as of February 19
	WA 54	Workpapers supporting the 2001, 2000, and 1999 current and deferred tax provisions and related assets or liabilities for STAT and GAAP purposes, including detail related to any provisions for contingent tax exposures and the company's assessment of risk with respect to any such contingencies.	10/22/2002	11/15/2002 12/4/2002 1/7/2003	0010374 0018309 None	0010375 0018310 None	Analysis of the provision for tax contingencies for 1999, 2000 and 2001. Access to tax workpapers provided to Consultants. PWCD reviewed and flagged workpapers on December 19, 2002.	Confidential	Complete Response		Complete as of January 7 - Premera has provided requested documentation. These are not the E&Y workpapers. Those are referenced in WA 33. These are Premera's internal tax workpapers to which Consultants have also been given access and copying privileges. Premera delivered copies of such workpapers to PWC on January 7, 2003. Requested tax conference calls have been held.
	WA 55	Summary of all employee benefit plans and related plan documents.	10/22/2002	11/15/2002 3/11/2003	0011461 0032443	00011864 0032445	Summary of all employee benefits plans and related plan documents	Confidential	Complete Response		Complete
	WA 56	Copies of any correspondence with the Department of Labor on the ERISA exemption/opinion request, if any.	10/22/2002	11/15/2002	0011865	0011872	Letters of Disclosure 1991, 1992 & 1999; correspondence re Premera Change of Control provisions 2001; Request for determination for 401(k) plan 1999	Confidential	Complete Response		Complete
	WA 57	Copy of 2001 premium tax returns for Washington and Alaska and any other state where Premera or its affiliates write significant amounts of business.	10/22/2002	11/7/2002	0008772	0008787	2001 PBC WA premium tax return; 2001 PBC AK Premium tax return; 2001 SWL WA premium tax return	Public	Complete Response		Complete
WA 49 WA 74	WA 58	Any analysis or projections of future taxable income used in connection with any actuarial valuation or financial projections along with underlying key assumptions.	10/22/2002	11/20/2002			See WA 49 and WA 74	Confidential	Complete Response		Complete
Other Financial/Actuarial Information											
	WA 59	Annual Reports to Policyholders of Premera for the years ended December 31, 1997, to December 31, 2001.	10/22/2002	11/7/2002	0008788	0008845	Annual reports to policyholders 1997-2001	Public	Complete Response		Complete

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C = Signal Hill Second Document Request, D = Cantilo Supplemental Data Request (11/1/02)

E = Cantilo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
C 239 WA 26	WA 60	Internal Financial Statements that show detailed gain/loss by product line (LOB Reports) for all years in business.	10/22/2002	11/18/2002 1/2/2003 1/8/2003	0016038 None 0022144	None None 0022145	Income statements provided in request WA26. See also E427. Premiera has provided LOB Reports for all of the years it has in its possession	Confidential	See WA 20	The diskette of WA 26 was very helpful in analyzing historical data for a short period of history of the company. However, WA 60 has asked for a broader horizon of history. PwC and Redden will require Premiera to "sign off" on compilation to be discussed by PwC/Redden on 3/18/2003 as to when compilation will be provided (3/14/03).	Complete as of January 8 - See WA 25, WA 26, WA 27 and E427. (2/27): In response to the consultant's comment, Premiera has already provided all information in its possession. Obtain clarification from consultants as to how to resolve. (3/6) PWC and R-A to provide historical analysis for Premiera signoff (See notes to WA26). (3/11) PWC and R-A will provide Premiera with a "firm date" for completion of its compilation within the week. (3/14) PWC and R-A will notify Premiera on March 18 when compilation will be available for Premiera's review (3/18) PWC confirmed that Reden-Anders will receive PWC's "compilation by March 31, 2003. R-A to comment on March 20 on progress of its "compilation". Not date set for receipt by Premiera of "compilation(s)" (3/20) R-A and PWC to provide Premiera with "compilation" by April 11
	WA 61	BCBSA Capital Benchmark calculations for Premiera for the years ended December 31, 1997, to December 31, 2001.	10/22/2002	11/15/2002	0008846	0008874	Capital Benchmark Computation as of 12/31/97 and 12/31/98	Confidential	Complete Response		Complete
	WA 62	BCBS Brand strength analyses for the years ended December 31, 1997, to December 31, 2001.	10/22/2002	11/15/2002	0011873	0011973	1997-8 Brand Study Executive Summaries (BCWA, MSC); Brand Strength Measures 1999-2001 BCBS Alaska, PBC	Confidential	Complete Response		Complete
C 231	WA 63	Reserve Details and actual runout to allow for a comparison of actual runout in 2002 for services performed in 2001 by entity and by product line.	10/22/2002	11/15/2002	0010798	0010976	12/2001 reserve transmittal. As of 9/2002 claims triangle	Confidential	Complete Response		Complete
	WA 64	For each year, 1993 through 2002, lapse experience by Product Line.	10/22/2002	12/4/2002	0018311	0018313	Lapse experience by LOB for 1999, 2000 and 2001. Premiera did not track lapse experience prior to 1999.	Confidential	Complete Response		Complete as of December 4
B 158 D 305 D 306	WA 65	Filed 2000-2002 Rates, Pricing Assumptions by Product Line by state (rate filings).	10/22/2002	11/19/2002 2/18/2003	0012654 0030416	0015552	2000-2002 Rate Filings. Complete copies of All Premiera rate filings for 2000-2002 were provided to the data room (Bates range 12654-15552) on November 19, 2002. To avoid unnecessary photocopying expense, it was agreed that any requests for specific filings would be made on an ad hoc basis. As of February 12, 2003 there has been one such request, made by Kim Jacobson (Peterson Consulting) on January 29, 2003. This request was completed on January 31, 2003.	Confidential	Complete Response		Complete as of February 18
	WA 66	Detail analysis of interest income and expense for the last five years and fiscal 2001.	10/22/2002	11/15/2002	0008875	0009023	Detail analysis of interest income and expense for the last five years	Confidential	Complete Response		Complete
	WA 67	Detail of all reserve items and balances at each year-end for each entity and Product Line.	10/22/2002	11/20/2002	0016039	0016040	Detail of all reserve items and balances for year end 1997, 1998, 1999, 2000, 2001 for all entities and lines of business.	Confidential	Complete Response		Complete
C 233	WA 68	Actuarial analysis to determine adequacy of reserve accounts for last five years and fiscal 2001.	10/22/2002	11/15/2002	None	None	Please see responses to WA 20 above.	Public	Complete Response		Complete
	WA 69	Capital adequacy compared to BCBS National Association Standards for the three years ended 12/31/2001.	10/22/2002	11/7/2002	0009024	0009025	Premiera Blue Cross RBC percentage compared to BCBSA standard for the years 1999 through 2001	Public	Complete Response		Complete
C 242	WA 70	An analysis of the impact of the required adjustments to premium and claims for the past 5 years and the unaudited 2002 quarters if Premiera becomes public with detail of the types of contacts and related amounts causing the adjustment.	10/22/2002	11/19/2002	0016041	0016043	Statement of premium, claims and administrative expense adjustments	Confidential	Complete Response		Complete
	WA 71	Discussion of how members are counted and tracked.	10/22/2002	11/7/2002	0009026	0009027	Discussion of how members are counted and tracked	Public	Complete Response		Complete
	WA 72	Copy of Accenture Study.	10/22/2002	11/7/2002	0009028	0009071	Copy of Accenture impact statement report done for the Care First transaction	Public	Complete Response		Complete
	WA 73	Impact of Codification at 12/31/01 by type and amount of adjustment.	10/22/2002	11/7/2002	0009072	0009079	Notes to the 2001 Annual Statement describing the impact of codification at 12/31/01 for PBC, LifeWise, SWL, PLHP and MSC Life	Public	Complete Response		Complete
Financial Projections on Stand Alone Basis and Post-Conversion Basis											

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
B 143 B 154 C 240	WA 74	Financial Projection and Budget for 2003 through 2007 on a premium and fee basis by entities, product line and geographic region. Annual projections by business unit for 2002 - 2007, including income statement, balance sheet, cash flow statement, and other available pro forma financial information, as well as all key assumptions.	10/22/2002	11/20/2002 12/17/2003 1/29/2003 2/26/2003 2/26/2003 3/7/03	0016044 0032144 0032252 None	0016095 None	Annual projections for 2002 - 2006 including income statement, balance sheet cash flow statement as well as key assumptions. Includes Form A combined financial projections and assumptions and projections by line of business. Electronic copy transmitted to Consultants on December 17, 2002; A followup request asks for STAT reconciliation for the projection model. Premiera does not do STAT projections; STAT adjustments to calculate capital surplus can be found in the projection model on the consolidated model page (Line 213). Updated projection model provided electronically on March 7, 2003.	Confidential	To discuss on 3/20/03; See also WA 20	See also: E 467-482; 863, 867, 872, 873; PwC notes that WA 74 also ties in with WA 20 and WA 60 and should be open until those requests are complete. (3/18/03)	Open (2/27) Consultants requested an updated model at its 2/25/03 meeting. Premiera expects to provide consultants with an updated model (including 2003 budget and 2007 projections) by March 7, 2003. (3/11) Updated projection model provided electronically on March 7, 2003. Follow up meeting scheduled for Friday March 14, 2003. (3/14) Review by Consultants to be completed by March 21. (3/18) Open per PWC pending review of historical financials (3/20) Open per PWC until week of April 7
	WA 75	Forecasted NAIC Risk-Based Capital position and BCBSA Capital Benchmark levels for all years.	10/22/2002	12/4/2002	0016584	0016585	Projected RBC for 2002 to 2006	Confidential	Complete Response		Complete
	WA 76	Information regarding changes to current Premiera operations:	10/22/2002	11/18/2002	0016096	0016097	Statement of information regarding changes to current Premiera operations	Confidential	Complete Response		Complete
	WA 76	a. Price changes by product and anticipated change in number of customers;	10/22/2002	11/18/2002				Confidential	Complete Response		Complete
	WA 76	b. Product mix changes;	10/22/2002	11/18/2002				Confidential	Complete Response		Complete
	WA 76	c. Changes to major cost items;	10/22/2002	11/18/2002				Confidential	Complete Response		Complete
	WA 76	d. Changes in payroll expense including severance expenses for top executives;	10/22/2002	11/18/2002				Confidential	Complete Response		Complete
	WA 76	e. Changes in number and location of employees by function; and	10/22/2002	11/18/2002				Confidential	Complete Response		Complete
	WA 76	f. Changes in overhead allocation.	10/22/2002	11/18/2002				Confidential	Complete Response		Complete
	WA 77	Detail schedule for interest expense and interest income.	10/22/2002	11/18/2002	0016098	0016099	Schedule of interest expense and interest income for 2002 - 2006	Confidential	Complete Response		Complete
C 241	WA 78	Any analyses or studies demonstrating Premiera's current and anticipated capital expenditure needs.	10/22/2002	11/18/2002	0016100	0016101	Schedule detailing capital expenditures 2002-2006	Confidential	Complete Response		Complete
		Claims/Underwriting									
B 160 B 161 C 239 B 147 B 150 C 222	WA 79	Product line (HMO, PPO, POS, Indemnity, and ASO, plus non-medical products, e.g., dental vision, Rx, group life, disability, accident) information by state of operation for each year in business: a. Detail on Pricing b. Detail on number of customers (contract and members); c. Detail for each major cost item; d. Detail on general and administrative expense; e. Detail on sales, marketing and commissions; f. Overhead allocations; g. Margin analysis; h. Detail schedule of premium receivable and medical claims payable; i. Detail of reserve accounts; and	10/22/2002	11/19/2002	0016102	0016104	Detail schedule of premium receivables and unpaid premiums for all entities and lines of business 1997-2001. Income statements provided in WA26. Detail of reserve accounts provided for in WA67	Confidential	Complete Response		Complete as of February 20 - Provided in WA 26 and E 432.
B 160 B 161 B 147 B 150 C 222	WA 80	Market Segment (individual, Small group, Large Group, Government, Other) information by state of operation for each year in business: a. Detail on Pricing b. Detail on number of customers (contract and members); c. Detail for each major cost item; d. Detail on general and administrative expense; e. Detail on sales, marketing and commissions; f. Overhead allocations; g. Margin analysis; h. Detail schedule of premium receivable and medical claims payable; i. Detail of reserve accounts; and j. Detail of DPAC and unearned premiums	10/22/2002	11/19/2002 1/8/2003	0016105 0022045		Income statements provided in WA26; Premium receivable and unearned premiums in WA79; detail of reserve accounts in WA67; 2001 Washington Form B Filing provided electronically on January 9, 2003. See E432.	Confidential	Complete Response		Complete as of February 20 - Provided in WA 26 and E432. Also note that Form B 2002 electronic filing emailed to all consultants on January 9, 2003.

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B 160 B 161 B 147 B 150 C 222	WA 81	For Market Segment (Individual, Small Group, Large Group, Government, Other) Indemnity, and ASO) by major product lines by state of operation for each year in business (this is the crosswalk for items 80 and 81): a. Detail on Pricing b. Detail on number of customers (contract and members); c. Detail for each major cost item; d. Detail on general and administrative expense; e. Detail on sales, marketing and commissions; f. Overhead allocations; g. Margin analysis; h. Detail schedule of premium receivable and medical claims payable; i. Detail of reserve accounts; and j. Detail of DPAC and unearned premiums	10/22/2002	11/19/2002	0016106		Income statements provided in WA26; Premium receivable and unearned premiums in WA79; detail of reserve accounts in WA67. See E432.	Confidential	Complete Response		Complete as of February 20 - Provided in WA 26 and E432. Also note that Form B (Network Adequacy) 2002 electronic filing emailed to all consultants on January 9, 2003.
	WA 82	Claims, underwriting, and rate manuals and/or guidelines.	10/22/2002	11/15/2002	0010376	0010797	Underwriting Guidelines implemented July 1, 1998; Updates for Alaska and Washington effective 2002. Rate manuals contained in #65 above.	Confidential	Meeting scheduled with Grazko on 3/21/03	Provide current copy of rate manual. PwC has 1988 plus supplements. However, PwC has an understanding that there are two different manuals. Premera to schedule a call with the appropriate personnel to clarify (3/11/03)	Complete (3/6) Open pending delivery of most current underwriting manual to Marty Staehlin. (3/11) Premera will schedule meeting between PWC (and any other interested consultants) and Jim Grazko, VP of Underwriting to address this issue (3/14) Premera scheduling meeting with Grazko to address this issue (3/18) Meeting scheduled with Jim Grazko and consultants on March 21 (3/20) Meeting scheduled with Jim Grazko on March 24
	WA 83	Underwriting criteria for Premera.	10/22/2002	11/15/2002	None	None	See WA 82	Confidential	Complete Response		Complete
B 221	WA 84	For the last five years, premium rate history for Premera and competitor carriers.	10/22/2002	11/21/2002 1/29/2003	0016586 None	0016588 None	Premera premium history by LOB for 1997-2001 on PMPM basis	Confidential	Complete Response		Complete as of January 29 - Premera does not have rate history for its competitors. An electronic form of this material was provided on January 29 as part of Premera's response to WA 26. Premera requests additional clarification regarding 01/10/03 comment by consultants.
	WA 85	For the last five years, the underwriting rejection percentage for Premera.	10/22/2002	11/19/2002	0016107	0016108	Underwriting rejection percentage for Premera since 1997.	Confidential	Complete Response		Complete
B 158	WA 86	Detailed analysis of underwriting profit or loss for all years in business.	10/22/2002	11/19/2002	0016109		Income statements for 1997-9/30/02 provided in WA26	Confidential	Complete Response		Complete
B 158	WA 87	Development of loss and loss expense ratios for all years in business.	10/22/2002	11/18/2002	0016110		Income statements for 1997-9/30/02 provided in WA26	Confidential	Complete Response		Complete
	WA 88	Premium trends by product, size, geography, and demographic category.	10/22/2002	11/15/2002	None	None	See WA 79-81	Confidential	Complete Response		Complete
D 302 D 303	WA 89	Number of customer contracts, provider system contracts and vendor contracts, identifying top 25 of each (state basis of ranking - e.g., \$ or # of claims?).	10/22/2002	11/15/2002	0009080 0010977	0009092 0010981	Top 25 provider contracts by \$ - 2001; Top 25 vendor contracts by \$ - 2001. Number of vendor contracts as of 10/02 = 2,700; number of customer contracts; top 25 customers	Confidential	Complete Response		Complete as of January 10 - Premera provided on CD copy of appropriate database to each consultant on January 10, 2003.
	WA 89a	Please refer to WA 89: These are comments with additional detail regarding the response.	10/22/2002	11/15/2002			Complete as of January 10 - Premera provided on CD copy of appropriate database to each consultant on January 10, 2003.	Confidential	Complete Response		Complete as of January 10 - Premera provided on CD copy of appropriate database to each consultant on January 10, 2003.
	WA 89b	Please refer to WA 89: These are comments with additional detail regarding the response.	10/22/2002	12/20/2002	0019882	0019883	Listing of physicians for each product available for review in electronic Access database format, by request. The following networks excluded: LHPO, FEP WA, FEP AK, PEBB. See also D302.	Confidential	Complete Response		Complete as of January 31. See D302
	WA 89c	Please refer to WA 89: These are comments with additional detail regarding the response.	10/22/2002	2/18/2003	0030413		The follow-up request to WA 89c is an exact duplicate to the follow up request to D304. Please see Premera's response to D304.	Confidential	Complete Response		Complete as of February 21. See D304
C 202	WA 90	List of top competitors by product including market share by geography (subset for Alaska and Washington, with further subdivision for distinct geographic regions in Washington).	10/22/2002	11/15/2002 1/22/2003	0011974 0024402	0012010 0024403	Charts, analysis and spreadsheets of market share in AK, OR, WA 1999 to 2002	Confidential	Complete Response		Complete as of January 21 - Consumer/Small Group/Individual and WA Lg Group and AK all track win-loss ratio but do not currently aggregate to market share.

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

WA = Cantilo Preliminary Data Request (10/22/02); B = LL&M Document request (10/24/02)

C = Signal Hill Second Document Request; D = Cantilo Supplemental Data Request (11/1/02)

E = Cantilo Supplemental Data Request (as of 01/06/2003); 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	WA 91	For Premera, copies of typical provider contracts as follows, by geography (subset for Alaska and Washington with further subdivision for distinct geographic regions in Washington):	10/22/2002	11/7/2002	0009093 0009147 0009156 0009146 0009155	0009145 0009154 0009232	LHPO - Physician, Preferred Provider and Outpatient Facility Agreements; PremeraFirst Hospital Agreement (OR); PremeraFirst Facility and Practitioner Agreements (WA/AK)	Public (first three bates ranges) and Confidential (last two bates ranges) with respect to payment terms under LW-OR Physician and Provider contracts.	Complete Response		Complete
	WA 91	a. Physician, both capitated and non-capitated;	10/22/2002						Complete Response		Complete
	WA 91	b. Hospital; and	10/22/2002						Complete Response		Complete
	WA 91	c. Other providers and subcontracted providers (dental, vision, mental health, prescription drugs).	10/22/2002	1/22/2003	0024385	0024401	PBC Participating Dental Provider Contract; Premera Blue Cross Blue Shield of Alaska Participating Provider Contract		Complete Response		Complete as of January 22
Reinsurance											
B 152 C 235 to 238	WA 92	Summary description of all Premera reinsurance agreements in force from 1990 to December 31, 2001, and changes thereto through the current date. Copies of all reinsurance agreements in force as of December 31, 2001, and through the current date.	10/22/2002	11/15/2002	0012011	0012385	Summary description of all reinsurance agreements in force from 1997 to 2001; copies of all reinsurance agreements in force as of 12/31/01 and through the current date	Confidential	Complete Response		Complete
C 235 to 238	WA 93	List of all reinsurers by recoverable balance as of December 31, 2001, and June 30, 2002; also their current A.M. Best ratings.	10/22/2002	11/15/2002 11/18/2002	0012386 0016111	0012390 0016112	List of reinsurers by recoverable balance as of 12/31/01 and 6/30/02 - SWL and LHPO; PBC has no reinsurance recoverable; LHPW and MSC Life have no reinsurance; Current AM best ratings of all insurers.	Confidential	Complete Response		Complete
C 235 to 238	WA 94	Analysis of reinsurance collectability, reinsurance recoverable and funds withheld from reinsurers for last three years ending 12/31/ 2001.	10/22/2002	11/20/2002	0016113	0016119	Listing of reinsurance recoverable balances and related payments for 1999 - 2001 for SWL, LHPO, MSC Life and PBC. PHP and LHPW had no reinsurance business for three years ending 12/31/01. No funds were withheld from any insurer for the years ending 12/31/01	Confidential	Complete Response		Complete
C 235 to 238	WA 95	Financial information on reinsurance premium, claims, recoveries, and expense allowances.	10/22/2002	11/20/2002	0015559	0015563	Financial information on reinsurance premium, claims, recoveries, and expense allowances for States West Life, LifeWise of Oregon, MSC Life Insurance Co., and Premera Blue Cross. Premera HealthPlus and LifeWise of Washington have no reinsurance business.	Public	Complete Response		Complete
Investment Operations											
	WA 96	Investment portfolio analysis as of December 31, 2001, and June 30, 2002, to include:	10/22/2002	11/15/2002	0009233	0009235	Investment portfolio analysis	Confidential	Complete Response		Complete
	WA 96	a. Maturity schedule and average life;	10/22/2002						Complete Response		Complete
	WA 96	b. Quality analysis;	10/22/2002						Complete Response		Complete
	WA 96	c. Yield analysis;	10/22/2002						Complete Response		Complete
	WA 96	d. Market value analysis including unrealized gains/losses and	10/22/2002						Complete Response		Complete
C 250	WA 96	e. Mortgage-backed securities and real estate characteristics.	10/22/2002						Complete Response		Complete
	WA 97	Detail on investment gains / losses for the ten years ended December 31, 2001, and as of June 30, 2002.	10/22/2002	11/15/2002	0009236	0009237	Detail on investment gains/losses	Public	Complete Response		Complete
C 251	WA 98	Listing of asset managers, size of portfolio and performance.	10/22/2002	11/15/2002	0009238	0009241	List of asset managers with portfolio size and performance	Confidential	Complete Response		Complete
	WA 99	Summary of derivative instruments.	10/22/2002	11/15/2002 2/24/2003	0009242 0031170	0009243 0031427	Summary of derivative instruments; Year-end summaries of investment performance for 1997-2002 as presented to Premera's Investment, Audit and Compliance Committee	Confidential	Complete Response		Complete as of February 24, 2003. (3/6) Request for additional copy to Tom Johnson. Complete pending review by Tom Johnson.
C 249	WA 100	Documentation of the investment policies and practices of Premera in effect as of December 31, 2001, and June 30, 2002.	10/22/2002	11/15/2002	0009244	0009274	Statement of Investment Policy, Objectives and Guidelines for PREMERA	Confidential	Complete Response		Complete
C 252 C 253	WA 101	Summary of write-offs on investments and current watch list.	10/22/2002	11/15/2002	0009275	0009276	Summary of writeoffs on investments and current watch list	Public	Complete Response		Complete
C 244 C 245	WA 102	All correspondence between Premera and rating agencies over the past three years.	10/22/2002	11/15/2002	0009277 0010982	0009733 0011021	2001 Standard and Poor's Briefing book and Rating Memorandum; 2002 Standard and Poor's Briefing Book; 2001 and 2001 AM Best Briefing Book; 1998 BC AM Best Rating; 2000 BC, SWL, LifeWise, Premera HC, Premera AM Best Ratings; 2001 BC, SWL, LifeWise, Premera, HC AM Best Ratings	Confidential	Complete Response		Complete
Personnel and Management											
C 210	WA 103	Summary of Premera existing management compensation levels, bonuses, and directors fees, including independent consultant studies, Board presentations, and other supporting materials.	10/22/2002	11/15/2002 11/18/2002	0009734 0012391 0016120	0009735 0012482 0016121	Summary of Directors fees; Listing of compensation levels, bonuses, fees; analysis and consultant studies; board presentation 2001-02	Confidential	Complete Response		Complete
B 112	WA 104	Biographies of senior management.	10/22/2002	11/15/2002	None	None	Exhibit C-1 of 9/27/02 filing and Exhibit A-6 Section 13 of 10/25/02 filing	Public	Complete Response		Complete

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

WA = Cantillo Preliminary Data Request (10/22/02); B = LL&M Document request (10/24/02)

C = Signal Hill Second Document Request; D = Cantillo Supplemental Data Request (11/1/02)

E - Cantillo Supplemental Data Request (as of 01/06/2003); 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
	WA 105	Summary of Premiera planned modifications to management compensation levels, bonuses, and director fees, either arising out of reorganization or planned for implementation post reorganization.	10/22/2002	11/15/2002	0012483		No decisions made with respect to management comp for 2003; annual incentive plan for 2003 or long-term incentive for 2003-5; refer to Exhibit G-10 of Form A filing re stock programs	Confidential	Complete Response		Complete
	WA 106	Independent compensation consultant studies and Premiera management's analysis of proposed changes, including a summary of all options considered.	10/22/2002	11/15/2002	0012484	0012543	Mercer presentations to Board 10/6/02, 10/7/02, 10/18/02	Confidential	Complete Response		Complete
	WA 107	Summary of proposed stock grants, options, or other equity-based incentive programs for Premiera directors, elected officers, and key members of management, including proposed conditions/restrictions regarding grants, options, and aggregate holdings for this group	10/22/2002	11/15/2002	0012544		See Exhibit G-10 of Premiera's Form A filing	Confidential	Complete Response		Complete
B 167	WA 108	Historical and projected (prior to and after conversion) headcount by function and location.	10/22/2002	11/15/2002 12/4/2002	0009736 0018379	0009737 0018380	FTE analysis by department and location; List of number of employees in Alaska for last three years and estimated employees after conversion	Confidential	Complete Response		Complete
C 209	WA 109	Senior management employment contracts including compensation associated with each.	10/22/2002	12/4/2002 2/12/2003 2/26/2003	0018314 0029913 0032198	0018377 0029921 0032207	Employment agreements and amendments for Barlow, Milo and Wang; Employment agreement for Brian Ancell; Employment Agreement for Kent Marquardt.	Confidential	Complete Response	Employment Agreements of Marquardt not provided (1/6/03)	Complete. Premiera provided a copy of the employment agreement for Marquardt on February 26. (3/6) Complete per consultants.
	WA 110	Severance and change of control agreements including compensation associated with each.	10/22/2002	11/15/2002 1/31/2003	0012545 0021460 0029137	0012652 0021462 0029138	Change in Control provisions and Clarifying amendments 2001-02; for Severance plans see Item 55; for Severance provisions see Item 109; Amendment to PBC Change in Control Provisions, Version: October 7, 2002 and adopted by PBC Governance Committee on 12/10/02; PBC Change in Control Provisions Confidentiality and Disclaimer Agreement for Barbara Magusin, SVP of Human Resources	Confidential	Complete Response		Complete
	WA 111	Changes to severance and employment agreements in the last 12 months.	10/22/2002	12/4/2002	0018378		See responses to Items WA 55, WA 109 and WA 110	Confidential	Complete Response		Complete as of December 4, 2002
	WA 112	Detail schedule on severance and other payroll expenses for top executives.	10/22/2002	2/5/2003	0029452	0029453	Schedule on severance and other payroll expenses, not otherwise payable under a qualified or non-qualified plan previously submitted to consultants under WA55, which are payable to former CEO's of PBC	Confidential	Complete Response	Yen and Nemerov checking	Complete as of February 5 (3/11) Premiera awaiting review by PWC of materials provided on February 5, 2003. (3/14) Complete per Consultants
	WA 113	Employee turnover for officers, department heads and managers for the past five years including a comparison to other health carrier experience.	10/22/2002	11/18/2002	0016122	0016125	List of officer resignations for all Premiera affiliates since 1/1/97.	Confidential	Complete Response	Additional turnover statistics - Although turnover statistics received by functional area, we need turnover by position level (i.e., EVP, SVP, VPs, managers, professional, etc.). From a practical standpoint, survey providers generally report by position vs. function. Will review Bates Numbers again	Complete as of November 18, 2002 (2/27) Premiera does not track turnover below the VP level. Premiera disclosed this issue to PWC consultants on 2/13/03 and believed that consultants no longer required turnover statistics below the VP level. Premiera seeks clarification to resolve this request. (3/6) Complete pending confirmation by PWC (Yen/ Nemerov). (3/11) Premiera awaiting review by Yen and Nemerov of PWC. Premiera also reconfirms that it does not track employee turnover below the VP level. (3/14) Complete per Consultants
Legal											
	WA 114	Copies of correspondence, analysis, and documentation of any claims of legal, equitable or beneficial ownership to part or all of the Premiera companies by hospitals, associations, or other parties.	10/22/2002	11/15/2002	0011211	0011362	WSHA Motion to intervene; Related correspondence and analysis.	Public	Complete Response		Complete
	WA 115	Copies of any analysis, opinions, and filings regarding any state or federal securities issues related to the conversion	10/22/2002	11/15/2002 2/14/2003	None 0030363	None	Re-confirmation that Premiera has made no federal securities filings related to the proposed conversion or IPO.	Public	Complete Response		Complete as of February 14
C 260	WA 116	List of all potential buyers or strategic partners with whom you had discussions.	10/22/2002	1/3/2003 2/25/2003	0021463 0032145	0021466 0032171	Narrative response and letter from Barlow; Additional responsive narrative and documents provided.	Confidential	Complete Response	Premiera's response limits WA 116-119 to "substantive discussions," and to those discussions that occurred after March 31, 1997. The consultants requests are intended to encompass "any discussions." Moreover, the consultants require disclosure of the entity that approached Premiera on or about May 30, 2002 and again on or about November 4, 2002. (1/6/03)	Complete as of February 25, 2003. (3/6) Complete per consultants.

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

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C = Signal Hill Second Document Request, D = Cantillo Supplemental Data Request (11/1/02)

E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	WA 117	Copies of any proposals or offers for the company made by third-parties, if any.	10/22/2002	1/3/2003 2/25/2003	0021463 0032145	0021466 0032171	See WA 116	Confidential	Complete Response	See comments to WA 116.	Complete as of February 25, 2003. (3/6) Complete per consultants.
	WA 118	Copy of any management presentations, offering memoranda, or similar documents given to potential buyers or strategic partners, if any.	10/22/2002	1/3/2003 2/25/2003	0021463 0032145	0021466 0032171	See WA 116	Confidential	Complete Response	See comments to WA 116.	Complete as of February 25, 2003. (3/6) Complete per consultants.
	WA 119	Copies of correspondence with potential buyers or strategic partners, if any.	10/22/2002	1/3/2003 2/25/2003	0021463 0032145	0021466 0032171	See WA 116	Confidential	Complete Response	See comments to WA 116.	Complete as of February 25, 2003. (3/6) Complete per consultants.
	WA 120	Summary of any pending lawsuits against Premera - detail on claimants, claimed damages, brief history, status, anticipated outcome and name of the Premera counsel.	10/22/2002	2/5/2003	0029454	0029510	Summary of lawsuits against Premera and initiated by Premera. Further details on these claims was addressed in a conference call with consultants and Premera's General Counsel, John Domeika; Copy of Complaint for Declaratory and Injunctive Relief in WSHA v Premera suit, dated 1/22/03; Cover letter, Order (redacted) and Complaint (redacted) related to Premera's activities as Medicare Part A fiscal intermediary	Confidential	Complete Response		Complete as of February 5 - Pending litigation was addressed by Premera's General Counsel at the litigation conference call on January 30 and responsive documentaion was provided on February 5.
	WA 121	Summary of any lawsuit initiated by Premera - detail on defendants, claimed damages, brief history, status, anticipated outcome and name of Premera counsel.	10/22/2002	2/5/2003	0029454	0029510	Summary of lawsuits against Premera and initiated by Premera. Further details on these claims was addressed in a conference call with consultants and Premera's General Counsel, John Domeika; Copy of Complaint for Declaratory and Injunctive Relief in WSHA v Premera suit, dated 1/22/03; Cover letter, Order (redacted) and Complaint (redacted) related to Premera's activities as Medicare Part A fiscal intermediary	Confidential	Complete Response		Complete as of February 5 - See WA 120.
	WA 122	Summary of insurance coverage/any material exposures.	10/22/2002	11/18/2002	0016126	0016128	Premera and PBC insurance summary; Certificate of insurance regarding E&O and D&O policies. Per Premera's 2001 financials, no material exposures were cited.	Confidential	Complete Response		Complete
	WA 123	Summary of material contracts, including non-competition agreements.	10/22/2002	11/15/2002	None	None	See WA 89.	Confidential	Complete Response		Complete
	WA 124	All correspondence between Premera or any subsidiary with lenders for the past three years regarding a breach of or default under the terms of any agreements evidencing borrowings by Premera and their respective subsidiaries, including any guarantees of third party obligations.	10/22/2002	11/15/2002	0012653		There have been no breaches or defaults under the terms of any agreements by Premera or any subsidiaries	Public.	Complete Response		Complete
	WA 125	Any agreement pursuant to which Premera makes, or could be required to make, any payment to any of its affiliates, including, without limitation, any management or tax sharing agreement.	10/22/2002	11/15/2002	0009738 0009790 0009804 0009775 0009869	0009774 0009868 0009926 0009769 0009883	All intercompany agreements currently in effect between affiliates	Public (first three bates ranges); Confidential (last two bates ranges) with respect to SWL-LW Reinsurance Agreement	Complete Response		Complete
	WA 126	Description of any potential environmental issues involving Premera.	10/22/2002	11/20/2002	0016129 0020445	0016571 0020534	Documentation related to any potential environmental issues related to Premera. Environmental Reports for Buildings 2 and 4 at Premera's Mountlake Terrace Campus.	Confidential	Complete Response		Complete
	WA 127	All acquisition agreements, including without limitation, the merger agreement between Blue Cross of Washington and Alaska and Medical Service Corporation.	10/22/2002	11/15/2002	0009927	0010032	Acquisition agreements in which Premera Blue Cross was aquiror, 1993 to 2002	Public	Complete Response		Complete
Policyholder and Member Communications											
	WA 128	Mailings, publications, or other communications to date regarding the proposed conversion with:	10/22/2002	11/15/2002 2/26/2003 2/26/2003	0010033 0032172 0032253	0010148 0032194 0032272	Premera conversion announcement kit; 6/27/02 Decision to become publicly held Q&A; 9/4/02 Conversion Public Hearings Memo and FAQ; 11/02 Conversion update from Gubby Barlow; 12/13/02 Consumer Group Rally Memo; 1/23/03 Premera in the News (WSHA Suit) Memo; 2/14/03 Conversion Update Memo	Public	Complete response		Complete as of February 26, 2003. (3/6) Complete per consultants.
	WA 128	a. Policyholders,	10/22/2002								
	WA 128	b. Agents,	10/22/2002								

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
	WA 128	c. Employees, or	10/22/2002								
	WA 128	d. Others.	10/22/2002								
	WA 129	All other public relations information.	10/22/2002	11/21/2002	0010198	0010217	Board Shelf Statement, Pre-announcement. 6/19/2002 Management Meeting materials	Confidential	Complete Response	Document was noted as missing in correspondence from Peterson to Peter Buck on 12/20/02. In a special shipment of documents from Premiera received on 1/15/03, Premiera noted that this document "needed to be pulled from another location and would follow shortly." As of 2/21/03, the document has still not been shipped to Peterson. (2/26/03 AK)	Complete as of February 26, 2003. (2/27) Premiera to confirm which consultants did not receive the referenced document(s) and provide another copy. (3/6) Complete pending review of missing documents by Peterson.
	WA 130	Overview and plans for future communications with each group.	10/22/2002	1/10/2003 3/4/2003	0022196 0010218	0022196 0010223	Narrative Description in response to WA 130. Communications plan, post announcement/pre-conversion	Confidential	Complete Response		Complete
ALASKA 1											
Proposed Structure of the Transaction											
WA 4	B 101	1. Strategic plan or plans presented to the Board and other plan leadership that led to the decision to pursue the conversion (Peterson)	10/28/2002	12/4/2002	0018381		Documents are contained in request WA04	Confidential	Complete Response		Complete
WA 6	B 102	2. All minutes of Board meetings at which the proposed conversion was discussed (Peterson)	10/28/2002	11/15/2002	000005	0000111	See WA 06	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premiera needs to organize according to the corresponding requests. Premiera in the process of reorganizing. (3/17/03)	Complete as of November 15 - Premiera has provided all materials in its possession responsive to this request. The Privilege Log identifying redacted materials will be provided to Consultants by February 26. See Response to WA 06. (3/6): Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log delivered to Consultants (3/20) Privilege Log with crosswalks provided to Consultants
WA 6	B 103	3. All Board minutes at which the effects of the proposed conversion on Alaska policyholders was discussed (Peterson)	10/28/2002	11/15/2002	000005	0000111	See WA 06	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premiera needs to organize according to the corresponding requests. Premiera in the process of reorganizing. (3/17/03)	Complete as of November 15 - Premiera has provided all materials in its possession responsive to this request. The Privilege Log identifying redacted materials will be provided to Consultants by February 26. See also WA 06. (3/6): Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log delivered to Consultants (3/20) Privilege Log with crosswalks provided to Consultants
	B 104	4. Business plans that address the planning and implementation of the conversion in Alaska (Peterson)	10/28/2002	12/4/2002 2/14/2003	0018382 0030240		There are no business plans that specifically address the planning and implementation of the conversion in Alaska; A discussion of the projected costs associated with being a public company was submitted in response to E476 (Bates Range 29798-29803). See also response to B141.	Confidential	Complete Response	When told that there was no business plan specific to Alaska, Peterson requested the incremental costs associated with the conversion specific to Alaska. Consultants received a consolidated list of project expenses -- still need state breakouts. (2/26/03 AK) Need to review new production of WA 74 (3/6/03 AL)	Complete as of February 14 (2/27) Premiera believes the updated financial projection model will provide guidance for providing state-by-state allocation of costs. Premiera seeks clarification on how to resolve this request. (3/6) Complete pending WA74. Consultants to use expense percentages in WA74 as guide for splitting costs in B104 between states. (3/11) New projection model provided to consultants on March 7, 2003 and follow up meeting scheduled for March 14, 2003. (3/14) Complete per Consultants
	B 105	5. All marketing plans that address the implementation of the conversion in Alaska (Peterson)	10/28/2002	12/4/2002	None		There are no marketing plans that specifically address the implementation of the conversion in Alaska.	Confidential	Complete Response		Complete
	B 106	6. Agendas of all Premiera meetings at which the planned conversion was discussed (Peterson)	10/28/2002	1/10/2003 1/21/2003	0022197 0022425	0022211 0022439	Agendas from Board Meetings from 1997-2002 where proposed conversion was discussed; Additional Agendas of Board and Committee meetings related to the proposed conversion. See also Premiera response to WA 06.	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premiera needs to organize according to the corresponding requests. Premiera in the process of reorganizing. (3/17/03)	Complete as of January 21 (3/6): Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log delivered to Consultants (3/20) Privilege Log with crosswalks delivered to Consultants
	B 107	7. Minutes of all meetings of the marketing, underwriting and sales departments at which post conversion plans for addressing service to customers in rural areas of the state were discussed. (Peterson)	10/28/2002	12/4/2002	None		There are no minutes of all meetings of the marketing, underwriting and sales departments at which post conversion plans for addressing service to customers in rural areas of the state of Alaska were discussed.	Confidential	Complete Response		Complete
Tax History (for open tax years and current year, unless otherwise specified)											
	B108	1. We would like to meet with Premiera, or receive information from Premiera, regarding the following: (PwC)	10/28/2002								

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WA 42	B108	a. Current and anticipated future tax position of the company, including tax position of the company, including tax attributes (PwC)	10/28/2002	11/15/2002 2/19/2003	0008232 0030535	0008626 0030574	See response to WA 42: Calculations and Assumptions Underlying Calculations Performed to Model Impact of Sections 382 and 833 on Effective Tax Rate.	Confidential	Complete Response		Complete as of February 19. See WA 53.
WA 48 WA 49 WA 53	B 109	b. Anticipated tax effects of the conversion, including post-conversion tax effects (PwC)	10/28/2002	11/15/2002 2/19/2003	0010372 0011460 0030535	0010373 0030574	See WA 48, 49 and 53: Calculations and Assumptions Underlying Calculations Performed to Model Impact of Sections 382 and 833 on Effective Tax Rate.	Confidential	Complete Response		Complete as of February 19. See WA 53. E&Y did not prepare the previously referenced 833(b) opinion.
WA 44 WA 45 WA 46	B 110	c. Audit history and status of audits (PwC), (Peterson)	10/28/2002	11/15/2002	0008627	0008643	See WA 44-46	Confidential	Complete Response		Complete
WA 51	B 111	d. Premera's tax treatment for claiming deductions for intangibles (subscriber contracts, workforce, provider contracts, etc.) (PwC)	10/28/2002	11/15/2002	0008646	0008731	See WA 51	Confidential	Complete Response		Complete
Corporate Records											
WA 104	B 112	1. Biographical affidavits for all officers, directors, and key managerial personnel of the Premera subsidiaries and affiliated members of the Insurance Holding Company System of which Premera is a member (PwC), (Peterson), (LL&M)	10/28/2002	11/15/2002	None		Exhibit C-1 of 9/27/02 filing and Exhibit A-6 Section 13 of 10/25/02 filing	Public	Complete Response		Complete
WA 06	B 113	2. All minutes of Board of Directors, including all committees for the last two years (PwC)	10/28/2002	11/15/2002 1/28/03	0000005 0025528	0000111 0025897	All Premera and PBC Board and Committee minutes for the last two years. See also WA 06.	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premera needs to organize according to the corresponding requests. Premera in the process of reorganizing. (3/17/03)	Complete as of January 26 - Premera has provided all materials in its possession responsive to this request. The Privilege Log identifying redacted materials will be provided to Consultants by February 26. (3/6): Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log delivered to Consultants (3/20) Privilege Log with crosswalks delivered to Consultants
	B 114.1	3. Solicitation Permit Application for: (LL&M)	10/28/2002								
WA 16	B 114.2	a. Issuance of stock by New LifeWise Health Plan of Washington	10/28/2002	1/21/2003	None	None	See WA 16	Confidential	Complete Response	See WA 16	Complete as of January 21, 2003. See also response to WA 16.
WA 16	B 115	b. Issuance of stock by New Premera to the Foundation Shareholder	10/28/2002	1/21/2003	None	None	See WA 16	Confidential	Complete Response	See WA 16	Complete as of January 21, 2003. See also response to WA 16. (3/14) Complete per Consultants
WA 16	B 116	c. IPO, if any, of New Premera to public	10/28/2002	1/21/2003	None	None	See WA 16	Confidential	Incomplete Response	See WA 16	Complete as of January 21, 2003. See also response to WA 16.
WA 16	B 117	d. Sale of New Premera stock to existing shareholders as called for in the Stockholder Protections Rights Agreement	10/28/2002	1/21/2003	None	None	See WA 16	Confidential	Incomplete Response	See WA 16	Complete as of January 21, 2003. See also response to WA 16.
WA 16	B 118	e. Issuance of stock of New Premera Blue Cross Corporation	10/28/2002	1/21/2003	None	None	See WA 16	Confidential	Incomplete Response	See WA 16	Complete as of January 21, 2003. See also response to WA 16. (3/14) Complete per Consultants
Exhibits to Form A (LL&M)											
WA 19	B 119	Exhibit A-6 Application for Certificate of Authority for PBC-AK in Alaska	10/28/2002	10/25/2002	None	None	See Exhibit E-6 of 10/25/2002 filing	Public	Complete Response		Complete
WA 19	B 120	Exhibit B-3 Organizational Chart and a List of the Identities of the Inter-Relationships Among the applicants and its Affiliates	10/28/2002	9/17/2002	None	None	See Exhibit B-3 of 9/17/2002 filing	Public	Complete Response		Complete
WA 19	B 121	Exhibit E-7 Business Plan	10/28/2002	9/30/2002	None	None	Exhibit E-7 (in its entirety) filed on 9/30/02 and redacted version filed (10/25/02)	Public	Complete Response		Complete
WA 19	B 122	Exhibit E-8 Description of Destacking Transaction	10/28/2002	10/25/2002	None	None	See Exhibit E-8 of 10/25/2002 filing	Public	Complete Response		Complete
WA 19	B 123	Exhibit B-10 Description of Stock Ownership Plan	10/28/2002	10/25/2002	None	None	Exhibit G-10 of 10/25/02 filing	Public	Complete Response		Complete
WA 19	B 124	Exhibit G-20 BCBSA License Agreement Addendum	10/28/2002	10/25/2002	None	None	Exhibit G-20 of 10/25/02 filing	Public	Complete Response		Complete
WA 19	B 125	Exhibit G-21 Intellectual Property License Agreement	10/28/2002	10/25/2002	None	None	Exhibit G-21 of 10/25/02 filing	Public	Complete Response		Complete
WA 19	B 126	Exhibit H-1 Financial statements of Applicants and its Affiliates	10/28/2002	9/17/2002	0000650		Exhibit H-1 of 9/17/02 filing	Public	Complete Response		Complete
WA 19	B 127	Exhibit H-2 Management Agreement	10/28/2002	10/25/2002	None	None	Exhibit H-2 of 10/25/02 filing	Public	Complete Response		Complete
Exhibits to Form A Exhibits (LL&M)											
	B 128	Exhibit B, C and D to Form A Exhibit A-4	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
	B 129	Exhibit A (transaction documents) for Form A Exhibit G-3	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
	B 130	Annex A (transaction documents) to Form A Exhibit G-4	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
	B 131	Exhibit A (Trustee Fee Schedule) to Form A Exhibit G-4	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

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C = Signal Hill Second Document Request, D = Cantillo Supplemental Data Request (11/1/02)

E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
	B 132	Annex A (transaction documents) to Form A Exhibit G-5	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
	B 133	Annex A (transaction documents) for Form A Exhibit G-7	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
	B 134	Exhibit A (Articles of Incorporation of New Premiera) to Form A Exhibit G-7	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
	B 135	Exhibit B (Share Escrow Agent Fees) to Form A Exhibit G-7	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
	B 136	Annex A (transaction documents) to Form A Exhibit G-8	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
	B 137	Exhibit A (Acknowledgement and Consent of Premiera) to Form A Exhibit G-11	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
	B 138	Schedule 1 (Assets) to Form A Exhibit G-11	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
	B 139	Schedule 2 (Assumed Liabilities) to Form A Exhibit G-11	10/28/2002	10/25/2002	None	None	See 10/25/2002 filing	Public	Complete Response		Complete
Audit Information											
WA 32 WA 33	B 140	Access to independent auditors' work papers related to the 2001, 2000, 1999, and 1998 audits (PwC)	10/28/2002	11/15/2002	0007322	0007325	See WA 32-33.	Confidential	Complete Response		Complete
Tax, Financial and Actuarial Information Related to this Transaction:											
	B 141	Detailed listing of, and supporting documentation for, estimated transaction costs that will be incurred by Premiera and its affiliates (PwC)	10/28/2002	12/26/2002 1/3/03 2/19/2003	0020535 0021467 0030575	0020536 0021524 0030576	Forecasted conversion costs for 2002 and 2003: A budget for expenses was provided on 1/3/03. A follow up request for "detail and supporting documentation" was made. Premiera has not received copies of all consultants executed engagement terms, and thereby cannot provide complete detail for its assumptions.	Confidential	Complete Response		Complete as of February 13
	B 142	All materials sent to potential investment banks and other potential investors regarding Premiera's post conversion marketing plans, product offering plans, plans for rate decreases and increases, plans to withdraw from or enter into different parts of the state, staffing plans, plans for changes in provider networks, and other plans for post conversion operations (Peterson)	10/28/2002	12/4/2002	0018385		No information has been sent to potential investors. For other info re post-conversion operations please see the strategy presentations included in WA04 and the financial projection model filed in Exhibit E-7 of the Form A and in WA74	Confidential	Complete Response		Complete
WA 74	B 143	All materials sent to potential investment banks and other potential investors regarding Premiera's post conversion finances including revenue projections, profits and losses, investments, etc. (Peterson)	10/28/2002	12/11/2002	0018915	0019021	See Exhibit E-7 to Form A. Information from Goldman Sachs Due Diligence Meetings - August 8-9, 2002: The Dimensions Experience, B&ST Overview, Corporate Strategy, Five Year Planning Model, MBS Financial Model	Confidential	Complete Response		Complete
WA 34	B 144	External reports regarding operations and controls (e.g. audit management reports, financial reviews, etc.) (Peterson)	10/28/2002	12/3/2002	0011425	0011459	See response to WA 34.	Confidential	Complete Response		Complete
Other Financial Information:											
844	B 144(B)	By line of business and in aggregate, listing of current contracts, identifying current or projected annual revenue. Ideally, this would be provided for each line of business as well as in aggregate (PwC), (Peterson)	10/28/2002	2/14/2003	0030300	0030326	List of Alaska contracts and their renewal dates.	Confidential	Complete Response		Complete as of February 14
	B 145	a. For each of the largest contracts, a listing of the various coverage components (i.e., benefits) included (Peterson)	10/28/2002	12/4/2002	0018386	0018387	List of the 20 largest group customers showing group components	Confidential	Complete Response		Complete
	B 146	b. Examples of the documentation which is used to calculate product pricing (Peterson)	10/28/2002	12/4/2002	0018388	0018389	Sample renewal exhibit that is provided to all experience rated accounts. See also WA82, Rate manual	Confidential	Complete Response		Complete
	B 147	c. Examples of any reports which illustrate profitability by contract (Peterson)	10/28/2002	1/21/2003	0022440	0022450	Reports for all 100+ groups showing MLR by group. Incurred period is 7/01 - 6/02 and paid period is 7/01-9/02.	Confidential	Complete Response		Complete as of January 21
	B 148	d. Examples of any reports which may be available regarding the demographics of the group (Peterson)	10/28/2002	12/4/2002	0018390	0018395	Sample report generated under an internal desktop reporting tool; also attached is a report that is provided to large group customers on a regular basis	Confidential	Complete Response		Complete
	B 149	e. Examples of reports which summarize the results of cost containment activities (such as utilization review and/or medical review) (Peterson)	10/28/2002	1/3/2003	0021467	0021524	Care Facilitation State of the Department Report - November 2002 prepared by Clinical Systems Support (NOTE: Was inadvertently marked as B 141).	Confidential	Complete Response		Complete as of January 3
	B 150	f. Examples of any other analysis which are performed by line of business or at another level below that of line of business (Peterson)	10/28/2002	12/20/2002	None	None	Agreed in email by Kim Jacobson that response to WA 26 was sufficient to address this data request.	Confidential	Complete Response		Complete
	B 151	g. For each type of provider, information on how provider agreements are managed (where filed and who maintains filing system) for each product offered (e.g. indemnity, HMO, PPO, POS, etc.) (Peterson)	10/28/2002	11/25/2002	0016742		For all contracted provider types and for all products, provider agreements are managed via imaged copies of signed provider contracts. These images are managed by the provider credentialing and data management department.	Public	Complete Response	Document was noted as missing in correspondence from Peterson to Peter Buck on 12/20/02. In a special shipment of documents from Premiera received on 1/15/03, Premiera noted that this document "needed to be pulled from another location and would follow shortly." As of 2/21/03, the document has still not been shipped to Peterson. (2/26/03 AK)	Complete as of November 25 (2/27) Premiera to confirm which consultants did not receive the referenced document(s) and provide another copy. (3/6) Complete pending receipt and review of missing documents by Peterson and/or Signal Hill

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

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E = Cantilo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
WA 91	B 152	h. Examples of standard provider agreements for each type of provider (Peterson)	10/28/2002	11/15/2002 1/22/2003	0016743 0024385	0024401	Provider Agreements provided pursuant to request WA 91: Additional provided agreements provided: PBC Participating Dental Provider Contract; Premera Blue Cross Blue Shield of Alaska Participating Provider Contract	Confidential	Complete Response	Peterson never received page #0016743. (2/26/03 AK)	Complete as of January 22 (2/27) Premera to confirm which consultants did not receive the referenced document(s) and provide another copy. (3/6) Complete pending receipt and review of missing documents by Peterson and/or Signal Hill
	B 153	i. Examples of reports which summarize costs by provider, arranged in descending order (Peterson)	10/28/2002	12/4/2002	0018555	018567	Examples of reports which summarize costs by provider by allowed charges	Confidential	Complete Response		Complete
WA 28 WA 74	B 154	Budgets, including budgets by line of business (Peterson)	10/28/2002	11/15/2002 2/24/2003	0004515 0016044 None	0007283 0016095 None	See responses to WA 28 and WA 74. Emailed 2003 Budget to consultants on February 24, 2003. See also #862.	Confidential	Complete Response		Complete as of February 24, 2003.
	B 155	Listings and examples of the standard reports generated by computer systems for individual contracts and lines of business (Peterson)	10/28/2002	12/4/2002	0018396 0004515	0018553 0007283	Sample of computer generated reports that are provided to large group customers. See also response to WA 28.	Confidential	Complete Response		Complete - Peterson Consulting has indicated that a response to this request is no longer necessary.
	B 156	Listing of providers included in networks for each product (Peterson)	10/28/2002	12/20/2002 1/10/2003	0019882 None	0019883 None	Listing of physicians for each product available for review in electronic Access database format, by request. The following networks excluded: LHPO, FEP WA, FEP AK, PEBB	Confidential	Complete Response		Complete as of January 10, 2003 when Premera provided access to the appropriate database.
	B 157	Payment methodologies for each product, and fee schedules by product and provider type if appropriate (Peterson)	10/28/2002	12/20/2002	0019880	0019881	Documents prepared by HCS "Premera Blue Cross Methodologies" that outlines payment methodologies in WA, OR and AK for professionals and facilities claims	Confidential	Incomplete Response		Complete (3/14) Re-opened per Kim Jacobson (3/18) Responsive data to be provided by March 28
WA 26 WA 28	B 158	Reports which provide information on costs in comparison with pricing assumptions, costs by provider type, etc. (quarterly for last 2 years) (Peterson)	10/28/2002	11/15/2002	0015960 0004515	0016037 0007283	See responses to WA 26 and WA 28.	Confidential	Complete Response		Complete
WA 28	B 159	Other monthly management reports (Peterson)	10/28/2002	11/15/2002	0004515	0007283	See responses to WA 28.	Confidential	Complete Response		Complete
Subscriber Information											
WA 79 WA 80 WA 81	B 160	Subscriber (enrollees and members) information by zip code (grouped by county) by product by customer group for Alaska for the last 3 years (Peterson)	10/28/2002	11/15/2002 2/20/2003	0016102 0030589	0030590	See WA 79 and 81. Electronic copy of Alaska membership as of December 2000, 2001 and 2002 by line of business, group name, zip code and county.	Confidential	Complete Response	Did not provide borough or zip code level data. Did not provide enrollee or member information, only premiums. LGB breakdowns only -- not product specific. OB breakdowns only -- not product specific; Premera noted in its Data Request Response Matrix that the document was shipped out on 2/20/03. As of 2/21/03, Peterson has not received this document. (2/26/03 AK)	Complete as of February 20 (2/27) Premera to confirm which consultants did not receive the referenced document(s) and provide another copy. The CD (Bates 0030590) provides borough and zip code level data, as well as member information. Premera does not track this data by product line within a particular line of business. Premera seeks additional clarification. (3/6) Complete per consultants.
WA 79 WA 80 WA 81	B 161	Enrollment by customer (medium and large groups including ASO) in Alaska for last 3 years-rank ordered from highest to lowest by number of enrollees (Peterson)	10/28/2002	11/15/2002 2/20/2003	0016105 0030591		See WA 80-81. Electronic copy of Alaska membership as of December 2000, 2001 and 2002 by line of business, group size, zip code and county (see B160).	Confidential	Complete Response	The information provided does not relate to enrollment by customer in AK; Premera noted in its Data Request Response Matrix that the document was shipped out on 2/20/03. As of 2/21/03, Peterson has not received this document. (2/26/03 AK)	Complete as of February 20. (2/27) Premera to confirm which consultants did not receive the referenced document(s) and provide another copy. Premera seeks additional clarification with respect to the consultant comment. (3/6) Complete per consultants.
WA 79 WA 80 WA 81	B 162	Enrollment by ethnic breakdown for the last 3 years (Peterson)	10/28/2002	1/20/2003	None	None	Premera does not track enrollment by ethnicity.	Confidential	Complete Response		Complete
	B 163	Surveys (independent or internally prepared) on consumer or provider perception of plans (Peterson)	10/28/2002	12/20/2002	0019884	0020015	Consumer Assessment of Health Plans Study (CAHPS) Survey Results - Summary of 2000 PPO CAHPS - AK - 11/00 and Questionnaire; Premera Physician Satisfaction Study - 8/02 (revised 10/4/02) and Questionnaire; Premera Member Satisfaction - 2002 Monitor- Summary Presentation to EMG - 10/10/02 and Questionnaire	Confidential	Complete Response		Complete
Provider Relationships											
	B 164	Analysis of physician fee schedules over the last 3 years (Peterson)	10/28/2002	12/11/2002	0019022	0019023	HCE analysis of physician fee schedule unit cost increases from 2000-2002	Confidential	Incomplete Response		Complete (3/14) Re-opened per Kim Jacobson (3/18) Responsive data to be provided by March 18
	B 165	Notices about changes in fee schedules over the last 3 years (Peterson)	10/28/2002	12/4/2002	0018568	0018618	News Briefs and other documents providing notice of fee schedule changes	Confidential	Complete Response		Complete
	B 166	Contract analysis for hospitals (e.g., changes in negotiate prices) for last 3 years (Peterson)	10/28/2002	12/11/2002	0019024	0019025	HCE prepared inpatient and outpatient experience analysis showing aggregate changes from 1998 to 2002	Confidential	Complete Response		Complete

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
Alaska Employees											
WA 108	B 167	Number of employees in Alaska for the last 3 years by function/office and estimated number of employees in Alaska after proposed conversion by function/office (Peterson)	10/28/2002	11/15/2002	0009736	0009737	See WA 108.	Confidential	Complete Response		Complete
ALASKA 2											
Company Overview											
	C 201	The last three years strategic and/or business plans	10/28/2002	2/26/2003 2/26/2003	None 0032273	None	The request asks for three years of strategic and/or business plans. Premiera does not use business plans in its strategic planning. As a result, additional clarification from the consultants on January 7, 2003 indicated that the request was seeking information regarding the overall direction of the company as well as any acquisitive transactions or proposed acquisitive transactions involving Premiera where the parties thereto have (1) entered into a non-disclosure agreement, (2) have established definitive transactional terms and (3) the consummation of which would require approval by the Premiera Board of Directors. Premiera has included all such presentations in its response to request WA04.	Confidential	Complete Response		Complete as of February 26, 2003. (3/6) Complete per consultants (3/11) Complete per consultants
WA 90	C 202	Market share by line of business and list of the five major competitors in each line of business for the last three years	10/28/2002	11/25/2002	0016744		Please see response to request WA 90.	Confidential	Complete Response		Complete
WA03	C 203	History of the company's organizational structure	10/28/2002	11/7/2002 2/5/2003 2/12/03	0000003 0029331 0029827	0000004 0029339 0029844	Schedule of acquisitions, mergers, dispositions or other affiliations November 1983 to present. The term "dispositions" is defined to mean material transactions (as defined in RCW 48.44.530) entered into by Premiera with a third party in which it transferred or sold a line of business to such third party. Organizational chart showing history of Premiera 1933-present; Summary of significant corporate transactions for each Premiera entity.	Confidential	Complete Response	WA 03 is history of corporate transactions, not organizational structure.	Complete as of February 12. See Response to WA03. (2/27): See Bates range 0029331 through 0029339 for a history of the company's organizational structure (WA03). (3/6) Complete per consultants.
	C 204	Summary of major joint venture arrangements including revenue and pre-tax profit contributions for the last three years, as well as details on any in-force stock buy-back/share option arrangements	10/28/2002	2/26/2003 2/26/2003 3/12/2003	None 0032248 None	None None	In the January 7, 2003 meeting with Consultants, the Consultants clarified the request to include only those joint venture agreements with material revenue sharing or P&L impact, and not otherwise reported on Schedule D to the Annual Statement. As defined, there have been no existing joint venture agreements involving Premiera with material revenue sharing or P&L impact in the last three years that have not been otherwise reported on Schedule D to Premiera's Annual Statement. Electronic version of final Schedule D for PBC as of December 31, 2002 emailed to consultants on March 12, 2003. Previously delivered draft versions of Schedules D for LifeWise OR, LifeWise WA and SWL were unchanged in final version.	Confidential	Complete Response		Complete as of February 26, 2003. (3/6) Complete subject to completion and review of Schedule D. (3/12) Provided on March 12, 2003 (3/14) Complete per Consultants
Business Segments											
WA 26	C 205	Summaries of the last three years and YTD Premiums/Revenues and Pre-tax Income for the following product groups, broken down by customer type (e.g. large group, small group, micro group and individual):	10/28/2002	11/15/2002	0015960	0016037	See WA 26.	Confidential	Complete Response		Complete
	C 205	Indemnity	10/28/2002								
	C 205	PPO	10/28/2002								
	C 205	HMO	10/28/2002								
	C 205	ASO	10/28/2002								
	C 205	MPP	10/28/2002								
	C 205	Managed Care Services	10/28/2002								
	C 205	LTC	10/28/2002								
	C 205	Other Senior Products	10/28/2002								
	C 205	United Government Services	10/28/2002								
	C 205	Dental	10/28/2002								
	C 205	Other	10/28/2002								
Management/Employees											

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
WA 1	C 206	Organizational chart with reporting structures	10/28/2002	9/17/2002 10/25/2002 1/31/03	None 0029139	None 0029230	Please see most recent org chart found at Exhibit A-6 Section 7 of 10/25/02 filing (9/3/02 Amendment Form B); Post conversion chart found at Exhibit B-3 of 9/17/02 filing; Organizational charts by Vice President	Public	Complete Response		Complete as of January 31
WA 9 WA 10 WA 11	C 207	Summaries of major inter-company agreements and dollar amounts involved in each for the last three years	10/28/2002	11/7/2002 10/25/2002 11/15/2002	0000112 0010224	0000292 0010252	See responses to WA 9-11.	Public (9 and 11), Confidential (10)	Complete Response		Complete
	C 208	Summaries of business functions and annual costs for all major out-sourced operations	10/28/2002	12/4/2002	0018619 0009080	0018620 0009092	Premera Blue Cross' major outsourced operations include the pharmacy benefits manager, Merck Medco. No administration fee is paid to Medco for their services. See also response to WA 89.	Confidential	Complete Response		Complete
WA 109	C 209	Copies of employment agreements for senior management for the last three years	10/28/2002	12/4/2002 2/26/2003	0018314 0032198	0018377 0032207	The Employment Agreements (and all amendments thereto) for Barlow, Milo, Ancell and Wang were provided in WA 109. Employment Agreement (and all amendments thereto) for Marquardt provided on February 26, 2003.	Confidential	Complete Response		Complete as of February 26, 2003. (3/6) Complete per consultants. (3/11) Premera provided all employment agreements responsive to this request as of February 26, 2003. It is thus complete.
WA 103	C 210	Description of the total compensation package for management	10/28/2002	11/15/2002 11/18/2002	0009734 0012391 0016120	0009735 0012482 0016121	See responses to WA 103 and 109-112. See also E445	Confidential	To review by 3/20/03		Complete as of February 26, 2003. (2/27) Premera seeks further clarification as to why incomplete. (3/6) Premera to provide information for 1997 - 2001 in same form as Bates 12394 in WA 103. (3/11) The information requested by consultants on March 6 can be found in each of the Statutory Statements found at WA 21. This request is thus complete. (3/14) SHCG to review and comment by March 20 (3/20) Premera provided additional documentation (per SHGC's request) on March 20
	C 211	Description of any significant changes in compensation package in the last five years	10/28/2002	1/28/2003	None	None	See responses to WA 103 and 109-112. See also E445	Confidential	To review by 3/20/03		Complete as of February 26, 2003. (2/27) Premera seeks further clarification as to why incomplete. (3/6) Premera to provide information for 1997 - 2001 in same form as Bates 12394 in WA 103. (3/11) The information requested by consultants on March 6 can be found in each of the Statutory Statements found at WA 21. This request is thus complete. (3/14) SHCG to review and comment by March 20 (3/20) Premera provided additional documentation (per SHGC's request) on March 20
Distribution and Marketing											
	C 212	Target market size for major product groups/customer types	10/28/2002	12/4/2002	0018621	0018622	Premera Medical Business market size estimates for Washington, Alaska and Oregon	Confidential	Complete Response		Complete
WA 90	C 213	PBC market share for each product group – the last three years vs. top five competitors	10/28/2002	11/15/2002 1/22/2003 2/14/2003 3/5/2003	0011974 0024402 0030364 0032348	0012010 0024403 0032349	See response to WA 90; Washington market share as of 1999. 3/5/2003 - Oregon market share as of June 1999. Note: the requested data is not available in-house in either Alaska or Oregon	Confidential	Complete Response	Only Washington market share as of 1999 provided. Need this information for all states.	Complete as of January 22 (2/27) Premera to seek clarification as to why this is incomplete. (3/6) Complete per consultants.

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
	C 214	Top 10 agents for each of the last three years by product group	10/28/2002	12/4/2002 2/19/2003	0018623 0030577	0018626 0030580	Top 10 brokerage firms/agencies/independent agents by subscriber count for AK group products, WA group products and LHPW Individual products; SWL top 10 brokers by year by premium (2000-2002), Long Term Care Individual WA and AK (2001-2). Matrix detailing Premiera products and availability of data to rank Brokers with explanation of deficiencies to this request.	Confidential	Complete Response	Company needs to explain where exactly data is provided. Not clear from sheet describing date of delivery.	Complete as of February 14 (2/27) Data responsive to this request is found in Bates ranges 0018623 to 0018626 and 0030577 to 0030579. Bates page 0030580 summarizes the information provided by product. (3/6) Tom Johnson to review and provide clarification. (3/11) Signal Hill (Tom Johnson) to review and provide update as to status (3/14) Complete per Consultants
	C 215	Top 10 accounts each of the last three years by product group (with premiums/revenues generated)	10/28/2002	12/4/2002	0018627	0018634	Top 10 accounts for 1999, 2000 and 2001 by product group	Confidential	Complete Response		Complete
	C 216	Description of any major commission changes in the last three years	10/28/2002	1/13/2003	0022212	0022213	Description of changes on commissions	Confidential	Complete Response		Complete as of January 13.
	C 217	Annual revenues received by PBC from BCBS national accounts located outside Alaska for the last three years	10/28/2002	12/4/2002	0018365	0018366	This information is not readily available from the BlueCard (ITS) system or the national BCBS claims system	Confidential	Complete Response		Complete as of December 12.
	C 218	Annual amounts paid to other plans by Alaska BCBS national accounts for the last three years	10/28/2002	12/4/2002	0018637	0018638	BCBS Alaska does not have any national accounts for which it contracts with other plans to provide services	Confidential	Complete Response		Complete
Underwriting											
E483	C 219	Consolidated Loss Ratio, Medical Loss Ratio and SG&A Ratio (Statutory) for each of the last three years by line of business	10/28/2002	2/5/2003 2/26/2003	0029511 0032195	None None	See response to #483. Premiera has provided this information using GAAP in response to request E483. Premiera does not do STAT financials by line of business.	Confidential	Complete Response		Complete as of February 5. See response to item E 483 (3/6) Complete per consultants.
	C 220	Net per risk and aggregate retentions, and any major changes over the last three years	10/28/2002	12/4/2002 1/21/2003	0010376 0018554	0010797	See responses to WA 82. Please also see the Large Group Rate Manuals found in WA 65. These manuals show retention loads year-to-year.	Confidential	Complete Response	Premiera has only provided its underwriting guidelines implemented in 1998, with updates for Alaska and Oregon effective 2002.	Complete as of January 21 (2/27) Premiera to seek clarification as to why this is incomplete. (3/6) Tom Johnson to review. (3/11) Signal Hill (Tom Johnson) to review and provide update as to status (3/14) Complete per Consultants
WA 84	C 221	Summary of premium rate increases achieved by line of business for the last three years	10/28/2002	11/21/2002	0016586	0016588	See response to WA 84.	Confidential	Complete Response		Complete
WA 26 838	C 222	Profit/loss ratio history by insurer/state	10/28/2002	1/3/2003 2/19/2003	None 0030581	None	See Responses to WA 26 and 838; Premiera believes it has provided responsive documentation in response to this request. Therefore, it is unclear what additional information is being requested.	Confidential	Complete Response	Company claims it is completed as of Feb. 19th. Have not received file as of 2/26/03.	Complete as of February 19. (2/27) Premiera to confirm which consultants did not receive the referenced document(s) and provide another copy. (3/6) Complete pending receipt and review of missing documents by Peterson and/or Signal Hill
WA 26 WA 80	C 223	Number of enrollees	10/28/2002	1/3/2003	None	None	See Responses to WA 26 and WA 80	Confidential	Complete Response		Complete
Claims Processing											
	C 224	Claims pipeline – number and dollar value outstanding by quarter for the last three years	10/28/2002	1/28/2003	0025898	0025899	Total Claims Inventory Counts, Estimated Amount Billed and Expected Amount Paid for year-end 2000, year-end 2001 and month-end for each month of 2002. Premiera does not have data onsite to calculate monthly or quarterly claims pipeline for 2000 and 2001	Confidential	Complete Response		Complete as of January 28
	C 225	Number of provider hospitals, clinics, doctors	10/28/2002	12/4/2002	0018639		Table listing number of unique contracted persons/ entities in all of Premiera's networks	Confidential	Complete Response		Complete
	C 226	Summary of top 10 hospital service providers for each of the last three years and amounts paid	10/28/2002	12/4/2002	0018640	0018642	Top 10 hospital service providers 2001 and 2000	Confidential	Complete Response		Complete
	C 227	Summary of top 25 doctor providers for each of the last three years and amounts paid	10/28/2002	12/4/2002	0018643	0018645	Top 25 doctor providers, 2001 and 2000	Confidential	Complete Response		Complete
	C 228	Summary of complaints for each of the last three years	10/28/2002	2/14/2003	0030365	0030368	Description of Premiera Complaint and Appeals Process. Description of availability of complaint data	Confidential	Complete Response	Company claims it is complete as of Feb. 14th. Have not received	Complete as of February 14 (2/27) Premiera to confirm which consultants did not receive the referenced document(s) and provide another copy. (3/6) Complete pending receipt and review of missing documents by Peterson and/or Signal Hill
Regulatory											

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

WA = Cantillo Preliminary Data Request (10/22/02), B = LL&M Document request (10/24/02)

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E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	C 229	Copy of the last regulatory exam report	10/28/2002	12/4/2002 1/22/2003	0018279 0024404	0018308 0024599	See response to WA 40: Final Market Conduct Exam Report dated 5/26/98 related to BCWA activity for year ending 12/31/96 and BCWA's response; Report of Financial Examination as of 12/31/96 for SWL, dated 2/5/01 and SWL's responses; Financial Exam Report as of 12/31/96 for MSC, dated 11/10/98 and MSC's responses; Report of Financial Exam of MSC Life as of 12/31/96 dated 2/27/98 and responses; Consent Order re Emergency Room Target Market Conduct Exam for BCWA and HealthPlus for 1/98 to 4/98.	Confidential	Complete Response	Premera indicates that documents submitted pursuant to WA 40 are responsive, but those documents consist only of an exam report dated 1999 for LifeWise of Oregon.	Complete as of January 22 (2/27): Premera to seek clarification as to why incomplete. (3/6) Complete per consultants.
	C 230	Review OCI orders/instructions for the last three years and actions taken to date	10/28/2002	12/4/2002 1/22/2003	0018279 0024404	0018308 0024599	See response to WA 40; See Response to C 229.	Confidential	Complete Response	Premera indicates that documents submitted pursuant to WA 40 are responsive, but those documents consist only of an exam report dated 1999 for LifeWise of Oregon.	Complete as of January 22 (2/27): Premera to seek clarification as to why incomplete. (3/6) Complete per consultants.
Reserves, Actuarial											
WA 63	C 231	Provide the most recent reserve study	10/28/2002	11/15/2002	0010798	0010976	See response to WA 63.	Confidential	Complete Response		Complete
	C 232	Summarize any recent changes in reserving practices	10/28/2002	12/4/2002	0018646	0018647	Summary of recent changes in reserving practices	Confidential	Complete Response		Complete
	C 233	Provide any external reserve certifications for each of the last three years	10/28/2002	1/20/2003	None	None	All external reserve certifications can be found as part of Premera's annual Statutory Statements. See WA 20. Premera does not provide internal reserve certifications.	Confidential	Complete Response		Complete as of January 20
	C 234	Provide any actuarial appraisals as to value of the company or any lines of business completed in the last three years	10/28/2002	2/26/2003 2/26/2003	None 0032274	None	There have been no actuarial appraisals as to the value of the company or any lines of business performed within the last three years.	Confidential	Complete Response		Complete as of February 26, 2003.
Reinsurance											
WA 92 to WA 95	C 235	Describe major changes in risk retention by line of business	10/28/2002	11/15/2002	0012011 0015559 0016111	0012390 0015565 0016119	See response to WA 92-95	Confidential	Complete Response		Complete
WA 92 to WA 95	C 236	List reinsurers for each of the last three years by treaty	10/28/2002	11/15/2002	0012011	012385	See response to WA 92	Confidential	Complete Response		Complete
WA 92 to WA 95	C 237	List any reinsurance write-offs of the last three years	10/28/2002	11/15/2002 11/18/2002 11/20/2002	0012386 0016111	0012390 0016119	See responses to WA 93-94	Confidential	Complete Response		Complete
WA 92 to WA 95	C 238	List any receivables currently more than 90 days in arrears	10/28/2002	11/15/2002 11/18/2002	0012386 0016111	0012390 0016112	See response to WA 93.	Confidential	Complete Response		Complete
Financial Review											
WA 26	C239	Review of profitability by line of business for the last three years	10/28/2002	11/19/2002 1/23/2003	0015960 None	0016037 None	See response to WA 26. All of Premera's statutory-basis analysis of profitability by line of business is found in Premera's annual statements. For 2001, the Analysis of Ops by Line of Business is on page 7. Premera also files a Washington supplemental page (at the end of the statement) that shows total WA premiums, claims and admin. For 2000 and prior, the Analysis of Ops by Line of Business is on page 6 and Exhibit 4 is on page 14. For 2000 and prior, Premera filed supplemental schedules for both WA and AK.	Confidential	Complete Response		Complete as of January 23
WA 25 WA 26	C240	Financial projections – statutory and GAAP for 2000, 2001, 2002	10/28/2002	11/19/2002 1/23/2003	0015757 None	0016037 None	See responses to WA 25-26. Premera prepares only actual, statutory-basis financial statements and thus does not create statutory-basis projections.	Confidential	Complete Response		Complete as of January 23
WA 78	C241	Capital needs and plans for next three years	10/28/2002	11/18/2002	0016100	0016101	See response to WA 78. Premera does not have a more-detailed analysis of the capital needs of the company than what was provided in response to WA 78.	Confidential	Incomplete Response	Response to arrive during week of 3/10 (3/6/03) Response to arrive this week (3/11/03); Response date is unknown (3/14/03). Response date is 3/28/03. (3/18/03)	Complete as of November 18 (2/27): Premera to address request as clarified at 2/24/03 meeting. (3/11) Premera will provide by March 14, 2003 (3/14) Premera in process of providing the requested information (3/20) Premera to provide responsive documentation by March 28

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
WA 70 E 490	C242	Historical and proposed accounting changes and rationale (statutory and GAAP)	10/28/2002	1/31/2003 3/14/2003	0029231 0032542	0029232 0032543	Historical and proposed accounting changes and rationale. Dollar impact of historical and proposed accounting changes	Confidential	To review by 3/18/03; Revised to discuss on 3/20/03		Complete as of January 31 (2/27): Premera has addressed this issue in management interviews and thus seeks clarification as to why this request is incomplete. (3/6) Premera to provide summary of dollar impact of changes. (3/11) Premera to provide by March 14, 2003 (3/14) Provided on March 13. Consultants to review and comment on March 18 (3/18) Provided on March 13. Consultants to review and comment on March 20 (3/20) Complete per Consultants
WA 10 WA 125	C243	Summary of material inter-company transactions – financial and operating of the last three years and financial impact	10/28/2002	11/15/2002	0010224	0010252	See response to WA 10. Premera's intercompany transactions are governed by the intercompany agreements (copies of which have been provided under WA 125). See also WA 09.	Confidential	To review by 3/20/03	Premera has provided only monthly memos asking for fund transfers and support from the general ledger in response to this request.	Complete as of November 15, 2002 (2/27): Premera seeks clarification from consultants to determine why incomplete. (3/6) Open subject to review by Tom Johnson. (3/11) Signal Hill (Tom Johnson) to review and provide update as to status (3/14) Signal Hill to review and respond by March 20 (3/20) Signal Hill to review and respond by March 25
WA 102	C244	A.M. Best S&P and/or Moody's "claims paying" ratings for the last five years	10/28/2002	11/15/2002	0009277 0010982	0009733 0011021	See response to WA 102.	Confidential	Complete Response		Complete
WA 102	C245	S&P and/or Moody's financing ratings for the last five years	10/28/2002	11/15/2002	0009277 0010982	0009733 0011021	See response to WA 102.	Confidential	Complete Response		Complete
	C246	Examination reports prepared by BCBSA PPFSC Reports, reinsurers, and rating agencies, if any.	10/28/2002	1/23/2003 2/26/2003 2/26/2003	None None 0032275	None None 0032284	See WA 102. Premera has provided capital benchmark data for 1997 (WA 61) and RBC for years subsequent to that (WA 39). Those are the only reports in Premera's possession regarding capital adequacy. Additional documents provided on 2/26/03: (a) PPFSC Report, dated October 9-10, 1997, regarding BCWA; (b) Letter to Betty Woods, dated January 21, 1999, regarding PPFSC Monitoring; (c) Letter to Betty Woods, dated April 13, 2000 regarding PPFSC monitoring. NOTE: Premera has been unable to locate signed copies of the documents referenced in sections (b) and (c) above. Therefore, it is supplying unsigned facsimile copies received from BCBSA archives. The BCBSA believes these documents to be true and correct copies of the final signed documents.	Confidential	To review by 3/20/03	Also require Premera reports prepared for BCBSA regarding capital adequacy 1997 - present. Signal to cite specific reference (3/6; 3/11/03; 3/14/03)	Complete as of February 26, 2003. (3/6) Tom Johnson to provide specific citation in letter to Betty Woods that indicates additional information may exist. (3/11) Signal Hill (Tom Johnson) to review and provide update as to status (3/14) Signal Hill to review and respond by March 20 (3/20) Premera in process of reviewing SHGC's questions regarding this item
	C247	Summary of sources of additional liquidity (e.g. committed bank lines) and any major covenants	10/28/2002	12/4/2002	0018648	0018649	Premera has no lines of credit or other similar loan agreements in place. Premera has entered into several sale/leaseback transactions with GE Capital that contain financial and other covenants.	Confidential	Complete Response		Complete
	C248	Consolidation worksheets (income statements and balance sheets) for the last three years and any other documentation showing inter-company eliminations during consolidation, including a description of each eliminating item as to amount and the Premera entities involved	10/28/2002	11/19/2002 12/4/2002 1/28/2003 1/28/2003 2/14/2003	0015565 0018650 0025062 0025145 0030358	0015959 0018651 0025144 0025422 0030360	See responses to WA 24-25.	Confidential	To review by 3/18/03; Revised to discuss on 3/20/03	Premera indicates that documents provided pursuant to WA 24 (consolidated financial statements) and WA 25 (income statements) are responsive. Company states it is completed with files sent on Feb. 14th. Have not received these files as of 2/25/03. Signal Hill notes that document may be missing (3/11/03)	Complete as of February 14 (2/27) Premera to confirm which consultants did not receive the referenced document(s) and provide another copy. (3/6) Complete pending receipt and review of missing documents by Peterson and/or Signal Hill (3/11) Signal Hill to confirm the need for Premera to send another copy (3/14) Signal Hill to review and respond by March 18 (3/18) Signal Hill to review and respond on March 20 (3/20) Signal Hill to review and respond on March 25
Investments											

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
WA 100	C 249	Describe investment policy	10/28/2002	11/15/2002 1/28/03 2/24/2003	0009244 0025900 0030170	0009274 0031427	See response to WA 100. Year-end summaries of investment performance for 1997-2002 as presented to Premera's Investment, Audit and Compliance Committee	Confidential	To review by 3/18/03; Revised to discuss on 3/20/03	Would like consolidated picture of the investment function from 1997 - 2002 to include: portfolio analysis (all of 96, and investment income by investment category, capital gains and losses (realized and unrealized), updated watch list. (3/6) Complete pending review of new information by Blackstone/Signal Hill. (3/11) Follow up questions to be addressed on March 14 (3/14) Consultants to review and respond by March 18 (3/18) Provided on February 24. Consultants to review and respond by March 20 (3/20) Provided on February 24. Consultants to review and respond by March 25	Complete as of February 24, 2003. (2/27): Premera to seek clarification as to why incomplete. (3/6) Complete pending review of new information by Blackstone/Signal Hill. (3/11) Follow up questions to be addressed on March 14 (3/14) Consultants to review and respond by March 18 (3/18) Provided on February 24. Consultants to review and respond by March 20 (3/20) Provided on February 24. Consultants to review and respond by March 25
WA 96	C 250	Provide summary of portfolio by rating and type of asset for each of the last three years and as of September 30, 2002.	10/28/2002	11/15/2002 1/28/03 2/24/2003	0009233 0025901 0030170	0009235 0030427	See response to WA 96. See Requests E404, Z836 and Z837 for electronic versions of Schedule D which has NAIC rating and asset type for 12/31/00, 12/31/01 and 9/30/02. For 1999 see schedule D's in Requests #20. Year-end summaries of investment performance for 1997-2002 as presented to Premera's Investment, Audit and Compliance Committee	Confidential	To review by 3/18/03; Revised to discuss on 3/20/03	The investment portfolio analysis submitted pursuant to WA 96 and referenced as responsive to C250 does not appear to include all of the requested information. Data received in electronic format is incomplete. Electronic files supposedly for 200 and 2001 provided. However, files includes only part o f200 and 2002 while 2001 is complete. Would like to see a summary report as would be presented to the Board. (1/31/03 AK)	Complete as of February 24, 2003. (2/27): Premera to seek clarification as to why incomplete. (3/6) Complete pending review of new information by Blackstone/Signal Hill. (3/11) Follow up questions to be addressed on March 14 (3/14) Consultants to review and respond by March 18 (3/18) Provided on February 24. Consultants to review and respond by March 20 (3/20) Provided on February 24. Consultants to review and respond by March 25
WA 98	C 251	Describe any external asset management relationships	10/28/2002	11/15/2002 1/28/03 2/24/2003	0009238 0025902 0030170	0009241 0025903 0030427	See response to WA 98. List of asset management relationships as of 12/31/02. Year-end summaries of investment performance for 1997-2002 as presented to Premera's Investment, Audit and Compliance Committee.	Confidential	To review by 3/18/03; Revised to discuss on 3/20/03	Would like consolidated picture of the investment function from 1997 - 2002 to include: portfolio analysis (all of 96), and investment income by investment category, capital gains and losses (realized and unrealized), updated watch list. Provided watch list for 2002 and very non-descript list for asset managers and size of portfolio. No portfolio analysis, capital gains and losses, etc. included. Does not demonstrate performance of asset managers. Does not show change year over year in portfolios. Would like to see summary report as would be presented to the Board. PwC has not received.	Complete as of February 24, 2003. (2/27): Premera to seek clarification as to why incomplete. (3/6) Complete pending review of new information by Blackstone/Signal Hill. (3/11) Follow up questions to be addressed on March 14 (3/14) Consultants to review and respond by March 18 (3/18) Provided on February 24. Consultants to review and respond by March 20 (3/20) Provided on February 24. Consultants to review and respond by March 25
WA 101	C 252	Summarize any investment losses and/or write-downs during the last three years	10/28/2002	11/15/2002 1/28/03 2/24/2003	0009275 0025904 0030170	0009276 0030427	See response to WA 101 for 6/30/02 and 9/30/02; See WA 97 for 1997 to 6/30/02; See C253 for 12/31/02. Year-end summaries of investment performance for 1997-2002 as presented to Premera's Investment, Audit and Compliance Committee.	Public	To review by 3/18/03; Revised to discuss on 3/20/03	Watch list is okay. Would like to see summary report as would be presented to the Board.	Complete as of February 24, 2003. (2/27): Premera to seek clarification as to why incomplete. (3/6) Complete pending review of new information by Blackstone/Signal Hill. (3/11) Follow up questions to be addressed on March 14 (3/14) Consultants to review and respond by March 18 (3/18) Provided on February 24. Consultants to review and respond by March 20 (3/20) Provided on February 24. Consultants to review and respond by March 25

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	C 253	Provide current problem asset watch list	10/28/2002	11/15/2002 1/28/03 2/24/2003	0009275 0025905 0030170	0009276 0025944 0030427	See response to WA 101. Problem asset watch list as of 12/31/02 for PBC, SWL, LW WA, LW OR, MSC Life. Year-end summaries of investment performance for 1997-2002 as presented to Premera's Investment, Audit and Compliance Committee.	Public	To review by 3/18/03; Revised to discuss on 3/20/03	See summary to C 252.	Complete as of February 24, 2003. (2/27): Premera to seek clarification as to why incomplete. (3/6) Complete pending review of new information by Blackstone/Signal Hill. (3/11) Follow up questions to be addressed on March 14 (3/14) Consultants to review and respond by March 18 (3/18) Provided on February 24. Consultants to review and respond by March 20 (3/20) Provided on February 24. Consultants to review and respond by March 25
Systems/Data Processing											
	C 254	Overview of systems and systems strategy	10/28/2002	1/31/2003	0029233	0029256	Information Technology panel presentation presented to Board of Directors on 8/13/02; Individual meetings were held with Al Smit and all of his direct VP reports during the month of December 2002 addressing this issue.	Confidential	Complete Response	Is complete overview of system and strategy contained in one presentation? Need to see all materials relating to system and strategy.	Complete as of January 31 (2/27): Premera to seek clarification as to what is being requested. (3/6) Complete per consultants.
	C 255	Current systems needs and timing	10/28/2002	2/14/2003	0030369		Discussion re status of Premera's system needs.	Confidential	Complete Response	Company states document provided on Feb. 14th. Have not received document as of 2/25/03.	Complete as of February 14 (2/27): Premera to confirm that all data was received. (3/6) Complete pending receipt and review of missing documents by Peterson and/or Signal Hill. Premera to address in capital needs request.
	C 256	Capital Expenditure budget for 2000 and 2001	10/28/2002	12/11/2002	0019026	0019027	2000 and 2001 capital expenditure budget	Confidential	Complete Response		Complete
Legal/Tax/Other											
WA 43	C 257	Describe any current/historical tax-sharing arrangements with affiliates	10/28/2002	11/15/2002 11/21/2002	0010293 0016577	010371 016853	See response to WA 43.	Confidential	Complete Response		Complete
WA 44	C 258	List all open tax years and describe any major open/disputed issues and dollar amount involved	10/28/2002	11/15/2002	0008627	0008631	See response to WA 44.	Confidential	Complete Response		Complete
WA 57	C 259	Identify the premium taxes that will be paid on the business in Alaska and Washington following the conversion	10/28/2002	11/25/2002	0016572		Identification of premium taxes that will be paid on business in Washington and Alaska if the conversion is approved.	Confidential	Complete Response		Complete
Additional Information											
WA 116	C 260	Are there any plans to acquire other health plans or other business anywhere?	10/28/2002	1/6/2003 2/19/2003	None 0030582	None	See Responses to WA 116-119; For purposes of responding to this request, Premera has interpreted the phrase 'plans to acquire' to mean potential transactions in which Premera, with approval of its Board of Directors, has entered into a mutual non-disclosure agreement with a third party as a precursor to a potential acquisitive. As such, Premera has no plans to acquire other health plans or other businesses anywhere.	Confidential	Complete Response		Complete as of February 19
	C 261	What impact is any such acquisitions expected to have on the Foundation shareholders?	10/28/2002	1/6/2003	None	None	N/A. See C260.	Confidential	Complete Response		Complete as of February 19
	C 262	Provide a copy of the "Perspective" BCBSA licensing agreement (Sources EeG-20?)	10/28/2002	10/25/2002	None	None	See Exhibit G-20 to Form A, filed October 25, 2002.	Public	Complete Response		Complete
	C 263	Is business on Premera's current operations done internally for other divisions of Premera?	10/28/2002	2/19/2003	0030583		Premera asked for clarification of this request at the 1/7/03 meeting and has not received a response as of 2/7/03.	Confidential	Complete Response	Discussion needed to clarify.	Complete as of February 19, subject to clarification from Consultants as requested at January 7 meeting. (2/27) Premera continues to seek clarification of this request. (3/6) Complete per consultants.
	C 264	Company Overview - Anticipated changes to strategy post conversion. - History of the company's organizational structure.	2/5/2003	2/12/2003	0029922		For info re post-conversion operations please see the strategy presentations included in WA04 and the financial projection model filed in Exhibit E-7 of the Form A and in WA74; A history of the company's organizational structure is found in Request WA3	Confidential	Complete Response	Requests 264-269 were part of Signal Hill's Initial Data Request, but was not included in the matrix	Complete
	C 265	Management/Employees - Summaries of business functions and annual costs for all major out-sourced operations	2/5/2003	2/12/2003	0029923	None	This info can be found as the response to previous request C208 (Summaries of business functions and annual costs for all major outsourced operations) and WA89 (listing of top 25 vendor contracts)	Confidential	Complete Response	See C 264	Complete
	C 266	Distribution and Marketing - Summary of current commission scale by product	2/5/2003	2/14/2003	0030370	0030409	Commission addenda for each product. Description of different commission structures for all products.	Confidential	Complete Response	See C 264	Complete

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E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	C 267	Reserves, Actuarial - Provide any external reserve certifications for each of the last 3 years.	2/5/2003	2/12/2003	0029924	None	External reserve certifications were previously described in the response to C233 (provide any external reserve certifications for each of the last 3 years). All external reserve certifications can be found as part of Premera's annual statutory statements.	Confidential	Complete Response	See C 264	Complete
	C 268	Financial Review - NAIC IRIS ratios/ test results for last 3 years. (Partially answered in C250, however, see comments above for deficiencies. - Summary of sources additional liquidity (e.g. committed bank lines) and any major covenants.	2/5/2003	2/12/2003	0029925	None	WA38 addresses NAIC IRIS ratios. C247 addresses bank lines and additional liquidity.	Confidential	Complete Response	See C 264	Complete
REQUEST 4											
Provider Networks											
	D 301	Description on how each provider network (Foundation, Access, Heritage, Global) is used in conjunction with each major product line (HMO, PPO, POS, Indemnity).	11/1/2002	11/25/2002 1/31/2003	0016745 0029257	0016748 0029258	Selection from newsbrief mailed to providers explaining relationship of Dimensions networks and products entitled "Welcome to Premera Dimensions"; Chart showing overlap of number of providers in Dimensions networks and existing HMO, PPO and PAR plan networks (Unique Providers within Active Medical Contracts from PremeraFirst database for WA, ID, OR - as of 11/02)	Confidential	Complete Response		Complete as of January 31
WA 89	D 302	Detail on the number and type of provider contracts in each network by county or relevant geographic area.	11/1/2002	12/4/2002 1/31/2003	0018652 0029259	0018893 0029260	Printout of number and type of provider contracts in each network by county. Excludes LHPO, FEP WA, FEP AK and PEBB. See also description on data sheet (bates stamp # 0029259).	Confidential	Complete Response		Complete as of January 31.
	D 302a	a. Hospitals	11/1/2002	12/4/2002 1/31/2003	0018652 0029259	0018893 0029260		Confidential			
	D 302b	b. Other facilities by type of facility (e.g., Urgent Care, Ambulatory Surgery Centers)	11/1/2002	12/4/2002 1/31/2003	0018652 0029259	0018893 0029260		Confidential			
	D 302c	c. Primary Care Physicians (with definition)	11/1/2002	12/4/2002 1/31/2003	0018652 0029259	0018893 0029260		Confidential			
	D 302d	d. Specialty Care Physicians	11/1/2002	12/4/2002 1/31/2003	0018652 0029259	0018893 0029260		Confidential			
	D 302e	e. Other professional providers by type (e.g., Nurse Practitioners, Physician Assistants, Mental Health professionals, Chiropractic, Acupuncturists)	11/1/2002	12/4/2002 1/31/2003	0018652 0029259	0018893 0029260		Confidential			
WA 89, C227	D 303	Top 25 provider contracts ranked by payments by type of provider	11/1/2002	12/4/2002	0018894	0018896	Top 25 provider contracts ranked by payments by type of provider 2001 and 2000; See also WA 89 and C 227.	Confidential	Complete Response		Complete
	D 303a	a. Hospitals	11/1/2002	12/4/2002	0018894	0018896		Confidential			
	D 303b	b. Primary Care Physician / Groups	11/1/2002	12/4/2002	0018894	0018896		Confidential			
	D 303c	c. Multi-Specialty Physician Groups	11/1/2002	12/4/2002	0018894	0018896		Confidential			
Benefit Design											
	D 304	Please identify the top two individual and top three small group, and the large group market benefit designs, and provide	11/1/2002	12/4/2002 2/24/2003	0018897 0031422	0018900 0031425	Top 3 individual and group market benefit designs by: a. product type and copayment level, b. number of contracts. No percent of market information available. Contract counts of top benefit designs as a percentage of that segment of Premera business: 1. Individual (Premera total, WA, AK, OR) 2. Small Group (Premera total, WA, AK, OR) 3. Large Group	Confidential	Complete Response	Please provide contract counts of top benefit designs as a % of that segment of Premera business (Individual WA, Individ AK, Small Grp WA, Small Grp AK) (1/6/03)	Complete as of February 24, 2003. (3/6) Complete pending review by Susan Maerki. (3/11) Complete per Susan Maerki
	D 304a	a. Product type and deductible co-payment level	11/1/2002								
	D 304b	b. Number of contracts or percent of the market represented by each of the top three products.	11/1/2002								
Actuarial											
841	D 305	Description/definition of geographic rating areas used for the individual and small group markets.	11/1/2002	12/4/2002 1/21/2003	0018901 0024813	0018902 0024829	Description/definition of geographic rating areas used for small group market: no geographic rating for individual market; summary of recent changes to the area factors for small group market. See Premera Response to 841.	Confidential	Complete Response		Complete as of January 21
841	D 306	Discussion of recent (past five years) or expected changes in the definition of geographic rating areas used for the individual and small group markets.	11/1/2002	12/4/2002 1/21/2003	0018901 0024813	0018902 0024829	Description/definition of geographic rating areas used for small group market: no geographic rating for individual market; summary of recent changes to the area factors for small group market. See Premera Response to 841.	Confidential	Complete Response		Complete as of January 21
REQUEST 5											

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

WA = Cantillo Preliminary Data Request (10/22/02), B = LL&M Document request (10/24/02)

C = Signal Hill Second Document Request, D = Cantillo Supplemental Data Request (11/1/02)

E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	E 401	Crosswalk of 2002 reclassifications	11/27/2002	12/11/2002 1/28/2003 1/31/2003	None 0025986 0029261	None 0025994 0029311	This issue was addressed in Consultants' December 11, 2002 meeting with Premera's Finance Department. See answers to follow up questions in responses to requests 460-462.	Confidential	Complete Response		Complete as of January 28, 2003. See E460-462.
	E 402	Description of 9/30/02 membership versus budget - lists membership as being down, but revenue as being up	11/27/2002	12/11/2002 2/24/2003	None 0031426	None	This issue was addressed in Consultants' December 11, 2002 meeting with Premera's Finance Department. The request states, "Description of 9/30/02 membership versus budget - lists membership as being down, but revenue being up." In response, Premera has experienced a decline in membership through 9/30/02. At the same time, Premera has also seen increases in its premiums, leading to increased revenue. A complete discussion of the company's financial results are found in the MD&A supplied in response to request 802.	Confidential	Complete Response	Premera claims that this was addressed in the 12/11/02 meeting. Any discussion was not sufficient to answer the question, but we do not recall this question being discussed.	Complete as of February 24, 2003. (3/6) Complete per consultants.
	E 403	Copy of Microsoft contract	12/5/2002	1/27/2003 2/19/2003	None 0030584	None	Email request for clarity as to why a full copy of the contract is necessary for purposes of consultants' analysis; Premera has asked for the rationale for this request given 1) the terms of the agreement have been previously discussed and are modeled in the WA74 financial projections and 2) the prohibition of disclosure due to confidentiality obligations contained in the contract. Premera awaits a response from consultants in order to respond to this request.	Confidential	Incomplete Response	The Microsoft contract is an important part of the Company's strategy going forward. As such, we would like to have access to this contract. Status: Quo (3/6): Premera to request waiver of non-disclosure clause in Microsoft contract. (3/11) Premera seeking waiver of non-disclosure clause in Microsoft contract (3/14) Consultants to provide Premera with list of terms they would like to see in MSFT contract. Premera to continue to attempt to seek MSFT's consent to release of contract (3/18) Consultants to provide Premera with rationale as to why they would like to see in MSFT contract. Premera to continue to attempt to seek MSFT's consent to release of contract (3/20) Premera continuing to attempt Microsoft in order to receive consent for release of contract. Consultants gave no further clarity regarding rationale for needing to see Microsoft contract	Complete as of February 19 - Premera has confidentiality obligations with Microsoft and has thus asked consultants for clarity as to why a full copy of the contract is necessary for purposes of their analysis in order to communicate to Microsoft. To date, it has not received a response from consultants on this issue.
	E 404	Electronic version of schedule D as of 12/31/00, 12/31/01 and 9/30/02	12/5/2002	12/26/2002	0020537	0020538	Electronic version of Schedule D as of 12/31/00 and 12/31/01	Confidential	Complete Response	Request #E404 received on 12/20/2002. ("Electronic version of Schedule D as of 12/31/00 and 12/31/01")	Complete
	E 405	A summary description of the review analysis prepared in determining the appropriate impairment charges to be recorded during 2000, 2001 and through 9/30/02	12/5/2002	12/11/2002 2/24/2003	None 0031427	None	This issue was addressed in Consultants' December 11, 2002 meeting with Premera's Finance Department. A listing of impairments are found in response to WA 101 and C253	Confidential	Complete Response	High level discussion held on 12/11, however, in the meeting, Premera agreed to provide the detail of the impairments taken.	Complete as of February 24, 2003. (3/6) Complete per consultants.
	E 406	Aging of receivables, including a reconciliation into the financial statements	12/5/2002	12/26/2002	0020539	0020543	Accounts receivable aging schedule - 9/30/02 and 12/31/01	Confidential	Complete Response	Request #E406 received on 12/20/2002. ("Accounts receivable aging schedule - 9/30/02 & 12/31/02")	Complete
	E 407	Aging of payables, including a reconciliation into the financial statements	12/5/2002	12/11/2002	None	None	This issue was addressed in Consultants' December 11, 2002 meeting with Premera's Finance Department.	Confidential	Complete Response	Premera indicated in the meeting on 12/11 that there was no aging of this balance.	Complete
	E 408	Detail of fixed assets additions and disposals for 2001 and 2002	12/5/2002	1/8/2003	0022046	0022138	Fixed asset listings of additions and dispositions as of 12/31/01 and year to date 11/2002	Confidential	Complete Response		Complete as of January 9. See Bates range 0022046 through 0022138.
	E 409	Detail of any sale-leaseback transactions for 2001 and 2002	12/5/2002	12/26/2002 1/28/03 2/18/2003	0020544 0025984 0030417	0020545 0025985	Schedule of sale leaseback transactions; Sale/leaseback agreement details for 1997 through 2001 and B&ST agreements for 2001 and 2002. Information includes Cost, Rate, implied interest rate, residual and disposition of residual by year. This requests asks for "detail of any sale-leaseback transactions for 2001 and 2002." This information was previously provided to consultants on December 26, 2003 and January 28, 2003 (Bates ranges 20544-20545 and 25984-25985). With respect to consultants' follow-up request seeking information for 2007 related to the existing sale/leaseback arrangements in place as of December 31, 2002, none have terms extending into 2007.	Confidential	Complete Response		Complete as of February 18

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WA = Cantillo Preliminary Data Request (10/22/02), B = LL&M Document request (10/24/02)

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E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	E 410	The equivalent of annual statement state detail (i.e., page 29.WA,etc.) as of 9/30/02	12/6/2002	1/8/2003	0022139	0022141	Premiums earned, claims incurred and enrollment information by State for year-to-date September 30, 2002	Confidential	Complete Response		Complete
	E 411	Current applicable BCBSA Guidelines to Administer Membership Standards Applicable to Regular Members, or applicable equivalent by any other name.	12/6/2002	2/14/2003	0030241	0030295	Guidelines to Administer Membership Standards Applicable to Regular Members	Confidential	Complete Response		Complete as of February 14
	E 412	Please identify and describe the rating agency standards for capital that apply to PREMIERA.	12/6/2002	1/8/2003	0022142	0022143	Description of the S&P rating technique written by Joseph Marinucci, our S&P analyst	Confidential	Complete Response		Complete as of January 8
	E 413	Please produce the BCBSA capital benchmark guidelines that explain what the benchmark is, what the "concern level" is, what the "early warning level" is, and the consequences, if any, to a licensee of falling below the early warning level or the concern level	12/6/2002	12/26/2002	0020546	0020547	Definition of BCBSA RBC levels.	Confidential	Complete Response		Complete
	E 414	Policy Addressing the powers and fiduciary duties of directors-BCBSA Requirement per (0000012).	12/13/2002	1/10/2003	0022214	0022217	Premera Policies Governing the Powers and Fiduciary Duties of Directors.	Confidential	Complete Response		Complete as of January 10.
	E 415	Domeika's memo provided to the board that discuss any potential conflicts of interest per (0000012).	12/13/2002	1/10/2003	0022218	0022221	Memo Regarding Premera and Premera Blue Cross Annual Conflict of Interest Review, dated May 1, 2002.	Confidential	Complete Response		Complete
	E 416	Smith Report on HIPAA Status to implement per (0000012-13)	12/13/2002	12/20/2002	0020016	0020028	HIPAA Project Update of May 15, 2002	Confidential	Complete Response		Complete
	E 417	Jewell's governance committee report of May 13, 2002. re: executive compensation (0000015).	12/13/2002	1/23/2003	None	None	No Report. The reference was to a report of the meeting of the Governance Committee on May 13, 2002. Minutes regarding that meeting will be provided.	Confidential	Complete Response		Complete as of January 23. There is no report. The reference was to a report of the meeting of the Governance Committee on May 13, 2002. Minutes regarding that meeting have been provided. See WA04
	E 418	King's analysis of other BCBSA conversions such as Anthem's acquisition of Trigon (0000025)	12/13/2002	1/23/2003	None	None	There is no written analysis. Mr. King's analysis of the Anthem acquisition of Trigon was in response to a request for his opinion by Mr. Barlow at Premera's May 14, 2002 Board Meeting.	Confidential	Complete Response		Complete
	E 419	Milo's events that may effect conversion's success. (0000026).	12/13/2002	2/26/2003	None	None	This presentation is subject to the attorney-client privilege and will be listed on Premera's Privilege Log	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premera needs to organize according to the corresponding requests. Premera in the process of reorganizing. (3/17/03)	Complete - This information is subject to attorney-client privilege. The Privilege Log identifying redacted materials will be provided to Consultants by February 26. (3/6): Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log provided (3/20) Privilege Log with crosswalks provided to Consultants on March 20
	E 420	Milo, Domeika, and Torchiana reports on transaction structure. (000026-27).	12/13/2002	1/10/2003	0022222	0022240	Board Presentation, dated May 14, 2002, entitled "transaction Structure".	Confidential	Complete Response		Complete as of January 10.
	E 421	Glover's presentation on fiduciary duties applicable to the Board. (000027).	12/13/2002	12/4/2002 12/20/2002	0016924 0020029	0016940	Previously provided in request WA04	Confidential	Complete Response		Complete as of December 20, 2002
	E 422	Most recent William Mercer Integrated Health Networks IHN Survey (Executive Compensation, Benefits, Trends and Practices)	12/13/2002	1/21/2003	0022451	0022814	Executive Module of the 2002 Mercer Integrated Health Networks (IHN) Survey	Confidential	Complete Response		Complete as of January 21
	E 423	Most recent William Mercer Blue Cross Blue Shield Executive Compensation Survey	12/13/2002	1/21/2003	0022815	0023001	Blue Cross Blue Shield Module of the William Mercer 2002 Integrated Health Network (IHN) Compensation Survey.	Confidential	Complete Response		Complete as of January 21
	E 424	Other relevant executive compensation surveys, if any	12/13/2002	1/21/2003	0023002		Because Mercer Human Resources Consulting provides an annual review of compensation for PBC executives, we do not purchase additional surveys related specifically to executive compensation	Confidential	Complete Response		Complete as of January 21
WA 1 C 206	E 425	Current organization chart (or confirm that the organization chart included in Mercer's Executive Compensation report dated Feb. 2002 is still current and accurate)	12/13/2002	09/17/2002 10/25/2002 2/19/2003	None 0030585	None	Provided - Most recent org chart found at Exhibit A-6 Section 7 of 10/25/02 filing (9/3/02 Amendment Form B); Post conversion chart found at Exhibit B-3 of 9/17/02 filing. See also response to C 206; Consultants follow up response states 'We need an organization chart mapping current incumbents' heirarchy, title, reporting relationships and function areas for VPs and higher (1/31/03 WA)'. As part of the response to C206 on 1/31/03, Premera provided organization charts at the Vice President level.	Public	Complete Response		Complete as of February 19

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

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E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
	E 426	Job descriptions for Executive Vice Presidents (We may also need job descriptions for the Senior Vice Presidents and VPs/EDs pending scope clarification)	12/13/2002	1/21/2003	0023003		The general duties and responsibilities of Executive Vice President are included in their employment contracts. Please refer to their employment contracts.	Confidential	Complete Response		Complete as of January 21.
	E 427	The source data file burned to a CD that supports the following written premiums for the nine months ended September 30, 2002: 1) PBC Washington - \$1,389,172,984 and 2) PBC Alaska - \$218,500,188; (Written premiums balance taken from Schedule T within the quarterly statutory statements as of September 30, 2002)	12/13/2002	1/2/2003 1/8/2003 2/25/2003	None 0022144 0032208	None 0022145 0032245	Provided via email to all Consultants on January 2, 2003. Copies of GL detail for the Revenue accounts for source date in Tab 'Premium per RVCM'.	Confidential	Complete Response	Provided via email to all Consultants on January 2, 2003. (1/6/03) Response did not provide sufficient level of source detail (1/10/2003) - Response provided summary information. We are looking for the line by line source data directly from the system to tie out premiums listed on the financial statements.	Complete as of February 25, 2003. (2/27) Premiera to confirm which consultants did not receive the referenced document(s) and provide another copy. (3/6) Complete per consultants.
	E 428	All MTM Reports for 2002 and 2001	12/13/2002	12/20/2002	0020030	0020052	2001 and 2002 MTM Results as reported to the BCBSA	Confidential	Complete Response		Complete
	E 429	All FEP Reports for 2002	12/13/2002	12/20/2002	0020053	0020059	2002 FEP PIP results as reported to FEPOD	Confidential	Complete Response		Complete
	E 430	Listing of and copies of key reports utilized to manager/control key aspects of the Membership & Billing operations.	12/13/2002	2/12/2003	0029926	0030056	Membership and billing reports requested by Kristian Magnani during his site visit in December 2002; Listing and examples of reports used in the membership and billing process. Includes individual EOS reports, Group Membership and Billing Reports and Blue Chip System Reports.	Confidential	Complete Response		Complete as of February 12
	E 431	Copy of the first Accenture study referenced in the November 2001 study.	12/13/2002	1/7/2003	None	None		Public	Complete Response		Complete
	E 432	1. For the year 2001, and for the year to date 2002, for each county in Washington State, provide, in electronic form (ascii or xls), and by line of business: a. the number of Premiera enrollees; b. the total premiums paid and the number of enrollees covered by those premiums; and c. the total payments to providers by category of provider and the total instances of service giving rise to those claims; for payments for hospitalization, instances of service refers to days of hospitalization. Categories of providers will include hospitals, PCPs, OB/GYNs, orthopedic, ophthalmologists, and pediatricians. Instances of service will be replaced with a unit based on Premiera's utilization data, such as visits/1,000 insureds for physicians and days/1,000 insureds for hospitals. (Revised by John Ellis on December 26, 2002)	12/13/2002	2/20/2003 3/5/2003 3/14/2003	0030592 0032344 0032544	0032347 0032545	Number of Premiera enrollees, total premiums paid by or for those enrollees, and total claims by category of provider for those enrollees, separately for each LOB for the year 2001, and for the year to date 2002 (through November 2002). See Document Delivery Form for additional detail. 3/5/2003 - Revised CD in response to consultants' questions. Response to questions posed by Susan Maerki	Confidential	Complete Response	Data received February 21, 2003. County level detail for premium revenue NOT provided for select LOB, including individual. No unit count data provided for Rx's. Require some clarification of definitions and data summarization methodology.	Complete as of February 20. (2/27) Premiera to seek clarification on how to resolve this request. (3/6) Complete pending review by John Ellis. (3/11) Complete pending answers to questions posed by Susan Maerki on March 6, 2003 (3/14) Consultants to review and respond by March 18 (3/18) Complete per Consultants
	E 433	All documents, including backup documents, that were prepared in connection with Hart-Scott-Rodino reports concerning the alliance of Blue Cross of Washington and Alaska ("BCWA") and Medical Service Corporation in Eastern Washington ("MSC") in 1994 and the merger of those corporations in 1996.	12/13/2002	1/3/2003	0021525	0021662	Bylaws, articles of incorporation and other documents in Premiera's possession that were prepared in connection with the Hart-Scott-Rodino reports concerning the alliance of BCWA and MSC	Confidential	Complete response	Premiera advises that all documents requested here have been provided (1/31/03 WA)	Complete
	E 434	Documents separately showing the number of BCWA and MSC enrollees by county in Eastern Washington in November, 1994, and in June, 1998.	12/13/2002	2/20/2003 3/4/2003	0030595 0032322	0030596 0032323	Electronic copy of June 1998 members by line of business, county and region. NOTE: Membership data for the November 1994 period requested does not exist. Additional CD provided on march 4, 2003	Confidential	Complete Response	Data provided is unresponsive to request	Complete as of February 20. (2/27) Premiera to seek clarification on how to resolve this request. (3/6) Complete pending review by John Ellis. (3/11) Complete per consultants
	E 435	The Memorandum of Understanding between BCWA and MSC referred to in the BCWA-MSC Alliance Agreement, and the Exhibits to the BCWA-MSC Alliance Agreement and Plan and Agreement of Merger	12/13/2002	12/20/2002	0020060	0020176	Memorandum of Understanding between BCWA and MSC referred to in the BCWA-MSC Alliance Agreement, and the Exhibits to the BCWA-MSC Alliance Agreement and the Plan and Agreement of merger	Confidential	Complete Response	Request #E435 received on 12/20/2002. ("Memorandum of Understanding between BCWA and MSC referred to in the BCWA-MSC Alliance Agreement and the Plan and Agreement of Merger")	Complete
	E 436	A copy of each current standard Premiera provider fee schedule.	12/13/2002	12/20/2002 1/21/2003	0020177 0023004	0020178 0023017	Current standard Premiera provider fee schedule effective 9/1/02 through 8/31/03; Fee Schedule Provider Newsbriefs for 2000-2002	Confidential	Complete Response		Complete as of January 21.
	E 437	A list of the 25 procedure codes that accounted for the largest provider payments in the year 2001 and the total amounts of such payments for each of those 25 procedure codes.	12/13/2002	1/3/2003 1/21/2003	0021663 0023018	0021672 0023040	Top 25 Procedure Code Summaries by County by 1) allowed amounts; 2) Utilization; and 3) allowed dollars through 11/1/2002; Code Allowable Sheets for 2000- 2002	Confidential	Complete Response		Complete as of January 21.

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	E 438	Written representations made by Premiera management to Ernst & Young LLP in connection with E&Y's issuance of tax opinions related to the tax-free treatment of the conversion transaction, the application of Sec. 382 to the transaction, and the impact of the transaction on whether the conversion will result in a "material change in structure or operations".	12/13/2002	2/18/2003	0030457	0030532	PREMERA Form of Long-Form Opinion	Confidential	Incomplete Response	Received long-form legal opinion including representations. However, opinion indicates that Premiera and its affiliates have not agreed to the representations set forth in the opinion. Will want to review the representations once they have been agreed to by Premiera. Premiera will not provide reps until the day of approval. PwC will need to review those reps prior to close of the deal. (3/11/03), Richard Ashley to discuss with Jim Odiome (3/14/03)	Complete as of February 18. See WA49 (2/27) Premiera to seek clarification. (3/6) Complete pending consultants' receipt and review of privilege log. (3/11) PwC to provide guidance regarding how to expeditiously complete request
	E 439	Detailed and well-reasoned written analysis of the legal basis and risks supporting the tax opinions issued by E&Y.	12/13/2002	2/18/2003	0030457	0030532	PREMERA Form of Long-Form Opinion	Confidential	Incomplete Response	Received long-form tax opinion addressing the tax-free reorganization and 382 limitations (Feb. 14th). Have not received any analysis in connection with the material change opinion. Premiera is treating as privileged subject matter)	Complete as of February 18. See WA49 (2/27) Premiera to seek clarification. (3/6) Complete pending consultants' receipt and review of privilege log. (3/14) Privilege Log provided (3/20) Privilege Log with crosswalks provided on March 20
	E 440	Premiera's analysis of the realizability of the deferred tax asset and the computation of and need for a valuation allowance. This analysis should be provided for 2001, 2000, and 1999.	12/13/2002	1/10/2003	0022241	0022242	Analysis of Deferred Tax Valuation Allowance; 1999-2001	Confidential	Complete Response		Complete as of January 13.
	E 441	Analysis of the impact on future earnings projections and RBC ratios that would result if it is determined that Premiera experiences a material change in structure or operations under IRC Sec 833 as a result of the conversion transaction.	12/13/2002	2/19/2003	0030535	0030574	Calculations and Assumptions Underlying Calculations Performed to Model Impact of Sections 382 and 833 on Effective Tax Rate.	Confidential	Complete Response	Further discussions with the Company will likely be necessary. Need from statutory perspective	Complete as of February 19. (3/6) Complete. Premiera is addressing additional tax issues as part of new requests. (3/11) Complete per consultants
	E 442	Summary (in matrix form if possible) indicating, by state and local jurisdiction, the various types of tax (i.e. premium, franchise/income, sales/use, property, excise, etc.) that Premiera and its affiliated members currently file returns and/or are obligated to pay taxes, the various types of tax Premiera anticipates paying as a result of the conversion transaction (eg, transfer or income/franchise taxes), and a summary of the increase/decrease in the state and local tax obligations as a result of the conversion transaction. Please include any change in the manner in	12/13/2002	1/10/2003	0022243	0022245	Matrix of types of state taxes.	Confidential	Complete Response		Complete as of January 13.
	E 443	Please provide a copy (final or in draft form) of the ruling request to the State of Washington in connection with the tax-free treatment of the reorganization.	12/13/2002	2/18/2003	0030418	0030435	Copy of Request for Determination of Tax Liability by PREMERA to the State of Washington.	Confidential	Complete Response		Complete as of February 18
	E 444	Agreement(s) covering the series of synthetic lease transactions with GE Capital. These transaction are referenced on pages 16902 and 9584.	12/20/2002	2/13/2003	None	None	Per Andrew Taktajian's email, consultants believe that, at this time, the items requested in this request are not necessary.	Confidential	Complete Response		Complete as of February 13
	E 445	Exhibits A and B sent via e-mail to Peter Buck re: the following categories of information that will be required: a. Job description for each benchmark job b. Actual salary, annual bonus, long-term incentive (if eligible) paid to each incumbent in each of the past five years c. Plan documents, executive agreements (where applicable) and the value of benefits (Exhibit B) d. Turnover statistics by position level.	12/27/2002	1/22/2003 2/26/2003 2/26/2003 3/14/2003	0024600 None 0032289 0032553 0032546	0024686 None 0032289 0032553	1) A list of Premiera jobs matched to the benchmark positions provided to us; 2) Five years of salary history for those jobs. Where data is not provided back five years, it is because the current incumbent was not in the position five years; 3) Job descriptions for those jobs for which we have current job descriptions. Five-year compensation history for all benchmark jobs. Response to questions posed by Chuck Yen of PwC	Confidential	Incomplete Response	Premiera's response includes the 5 year history. It includes a column called "all other compensation". It is unclear what is included in this column (other than deferred comp). Specifically, we had asked for the Long Term Incentive Payouts for those years. Yen sent detail on 3/5. Yen provided further clarification on 3/13/03. (3/14/03)	Complete as of February 26, 2003. (2/27): Premiera HR to review comments and respond or seek clarification accordingly. (3/6) PwC (Yen) to provide clarification as to missing LTIP information that is needed. (3/11) Premiera to respond to Yen's comments by March 14, 2003 (3/14) Premiera to provide responsive documentation by March 21
	E 446	All internal or outside studies or analyses referring to the impact on Premiera's financial performance of the business transition to the Dimensions plans.	12/27/2002	2/20/2003 2/24/2003	0030597 0031428	0031169 0031635	Materials related to Premiera's Dimensions plans, including, but not limited to, information related to financial performance, competitive analyses and other correspondence.	Confidential	Complete Response	Indications are that not all materials have been provided or have been withheld; Please provide all documents that were prepared in connection with the B&ST project or the development of Dimensions products and that contain any analysis of base rates or other matters relating to the pricing of Dimensions products.	Complete as of February 24. (2/27) Premiera responding to new data request from John Ellis. (3/6) Complete per consultants. (3/11) Complete per consultants
	E 447	All internal or outside studies or analyses referring to the estimated or actual competitive effect of Premiera's marketing of the Dimensions plans, including the timing of the transition of business, and the effect on market share, premiums, revenues, claims and other costs.	12/27/2002	2/20/2003 2/24/2003	0030597 0031428	0031169 0031635	Materials related to Premiera's Dimensions plans, including, but not limited to, information related to financial performance, competitive analyses and other correspondence.	Confidential	Complete Response	See comments to E 447	Complete as of February 24. (2/27) Premiera responding to new data request from John Ellis. (3/6) Complete per consultants. (3/11) Complete per consultants

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

WA = Cantillo Preliminary Data Request (10/22/02), B = LL&M Document request (10/24/02)

C = Signal Hill Second Document Request, D = Cantillo Supplemental Data Request (11/1/02)

E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
	E 448	Presentations by management, or by any Premiera consultant, to Premiera's Board of Directors or any of its committees, or to management, regarding corporate strategy and planning and relating to the marketing of Dimensions plans.	12/27/2002	1/21/2003 1/22/2003 02/05/2003	0023041 0024687 0029512	0023586 0024812 0029785	Presentation dated 4/00 through 12/02 presented to Premiera Board of Directors related to B&ST/Dimensions project; Presentations dated 7/00 through 6/01, presented to management at Premiera Performance and Outlook meetings related to B&ST/Dimensions project; Miscellaneous presentations to Premiera management related to B&ST/Dimensions project; Additional Board and Management presentations regarding corporate strategy and planning and related to the marketing of Dimensions plans. Additional presentations regarding Dimensions	Confidential	Complete Response		Complete as of February 5
	E 449	All written correspondence and materials exchanged between Premiera and any Premiera consultant relating to the Dimensions plans	12/27/2002	2/20/2003 2/24/2003	0030597 0031428	0031169 0031635	Materials related to Premiera's Dimensions plans, including, but not limited to, information related to financial performance, competitive analyses and other correspondence.	Confidential	Complete Response	See comments to E 447	Complete as of February 24. (3/6) Complete per consultants.
	E 450	Minutes of meetings of Premiera's Board of Directors and any of its committees referring to the Dimensions plans.	1/6/2003	1/28/2003	0025945	0025983	All Premiera Board and Committee minutes where the Dimensions plans were discussed. See also response to B 113	Confidential	Complete Response		Complete as of January 28
WA 55	E 451	Description of Standard Employee Benefit Pkg - Health - 401(k) - Pension/Retirement - Other: e.g., Bonus/ LT Incentive Include current employee/employer contribution match info	1/6/2003	11/15/2002 1/21/2003	0011461 0023587	0011864 0023597	See Response to WA 55; Explanation of Premiera's benefits contributions, and benefit "price tags" for its qualified employee flexible benefit plan; explanation of Premiera's benefits contributions for its other benefit plans including qualified retirement plans; descriptions of Premiera executive perquisites. Please Note: Premiera's contributions to non-qualified, supplemental plans (Defined Contributions Supplemental Retirement Program, Defined Benefits Supplemental Retirement Plan and Deferred Compensation Plan are fully described in the plan documents provided as part of the response to WA 55.	Confidential	Complete Response		Complete as of January 21
WA 55 WA 103 WA 107 WA 109-112	E 451	Description of Additional Exec & Sr Mgmt Benefits - SERP, Split Dollar Life/Deferred Comp - Bonus/LT Incentive - Executive Perks: Car, Memberships, etc - Other	1/6/2003	11/15/2002 1/21/2003	None	None	See Responses to WA 55 WA 103 WA 107 WA 109-112.	Confidential	Complete Response		Complete as of January 21
	E 452	Please provide assumptions and detailed analysis supporting the additional federal income tax that would result if the Sec. 833(b) deduction is lost as a result of the conversion transaction as presented to the Board of Directors on January 24, 2002 (bates #0016785). Please provide this analysis for the taxable year which includes the conversion transaction as well as all subsequent years through 2014 consistent with the Board presentation.	12/10/2002	2/19/2003	0030535	0030574	Calculations and Assumptions Underlying Calculations Performed to Model Impact of Sections 382 and 833 on Effective Tax Rate.	Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premiera needs to organize according to the corresponding requests. Premiera in the process of reorganizing. (3/17/03)	Complete as of February 19. See WA53 (2/27) This item will appear on Premiera's privilege log. (3/6) Complete pending consultants' receipt and review of privilege log. (3/14) Privilege log provided (3/20) Privilege Log with crosswalks provided on March 20
	E 453	Please provide a detailed analysis of the additional tax that would result if IRC Section 382/383 were to apply as a result of the conversion transaction. Please provide an analysis supporting the annual Sec. 382/383 limitation and a projection (including assumptions) of the number of years it would take to fully utilize net operating losses, AMT credits, etc. assuming the application of these provisions.	12/10/2002	2/19/2003	0030535	0030574	Calculations and Assumptions Underlying Calculations Performed to Model Impact of Sections 382 and 833 on Effective Tax Rate.	Confidential	Complete Response		Complete. See WA53
	E 454	Please confirm whether the tax opinions issued by Ernst & Young LLP cover any additional tax that may result under IRC Section 337(d) as a result of the conversion transaction.	12/10/2002	2/19/2003	0030586	0030588	Memorandum re Section 337(d)	Confidential	Complete Response		Complete
	E 455	Please provide the proposed "net worth" amount to be included in the tax indemnification. Please also provide assumptions and a detailed analysis of the issues and exposures underlying the "net worth" amount.	12/10/2002	2/20/2003	None	None	Per January 20 email from Andrew Taktajian, the consultants have decided this request is no longer necessary.	Confidential	Complete Response		Complete
	E 456	Copies of the tax return workpapers which we flagged on December 19th and 20th as well as copies of Ernst & Young LLPs tax provision workpapers which we flagged on December 10th.	12/10/2002	12/11/2002 1/7/2003	None	None	Copies of flagged tax return workpapers were picked up by PWC on January 7, 2003. Copies of flagged portions of Ernst & Young's workpapers were mailed to PWC on December 4 and December 11, 2002.	Confidential	Complete Response		Complete
	E 457	December 31, 2002 schedule D (or comparable schedules) as soon as available,	1/6/2003	2/24/2003 2/26/2003 3/12/2003 3/13/2003	None 0032290 None 0032493	None 0032291 None 0032494	Emailled electronic version of draft Schedule Ds to consultants on February 24, 2003. Electronic version of final Schedule D for PBC as of December 31, 2002 emailed to consultants on March 12, 2003. Previously delivered draft versions of Schedules D for LifeWise OR, LifeWise WA and SWL were unchanged in final version.	Confidential	Complete Response		Complete. Schedule D for December 31, 2002 will not be available until February 28. Premiera submitted draft version for review on February 24. (3/6) Complete pending submission of final Schedule D. (3/12) Provided in March 12, 2003 (3/14) Complete per Consultants

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E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	E 458	C opy of the most recent appraisal report the company has received on their building complex in Seattle.	1/6/2003	2/26/2003 2/26/2003	None 0032292	None 0032295	Narrative and work paper related to 1999 appraisal of Premera's Mountlake Terrace campus.	Confidential	Complete Response		Complete as of February 26, 2003. (3/6) Complete per consultants.
	E 459	Please provide us with a budget vs. actual analysis of money spent related to the Facet system? Please segregate spending by year.	1/6/2003	1/29/2003 2/14/2003	None 0030296	None 0030297	See response to E 448; Budget versus actual analysis of costs related to the Facet system by year.	Confidential	Complete Response		Complete as of February 14
	E 460	For all A/R balances greater than \$5 million (as of September 30, 2002 or December 31, 2001), please provide us with a description of the balance. Include in your description the pertinent characteristics of the business (i.e. how premiums are paid, when premiums receivable are cancelled, is there an unearned, and if so,	1/6/2003	1/28/2003	0025986	0025988	Descriptions of AR balances	Confidential	Complete Response		Complete as of January 28
	E 461	Please provide a breakdown of the prepaid expenses as of September 30, 2002 and December 31, 2001. It was previously said that a significant amount of this balance related to D&O and E&O insurance (ie. \$7.5 million at September 30, 2002). This balance seems unusually high. Please provide an explanation on why the D&O and E&O	1/6/2003	1/28/2003	0025989	0025994	12/31/01 prepaid expense reconciliation; 9/30/02 prepaid expense reconciliation; Explanation for D&O and E&O prepaid balance	Confidential	Complete Response		Complete as of January 28
	E 462	Please provide the custodial report supporting the \$13.9 million (as of September 30, 2002) of pension plan assets. Also, please identify the components of the net pension plan asset (ie. separately showing the benefit obligation and fair value of plan assets at September 30, 2002).	1/6/2003	1/31/2003	0029261	0029311	Custodial reports supporting the assets in accounts 14200, 14210, 14205, 14215, 14216; Reconciliation of accounts 14200, 14210; Actuarial report for DB SRP plan	Confidential	Complete Response	Received certain Exhibits. Would like complete actuarial reports related to the any of the benefit. Need to update for December 31, 2002	Complete as of January 31 (2/27) Premera to confirm with actuarial the existence of any additional reports with respect to the pension plan assets. Discuss what new material will be available for a 12/31/2002 update. (3/6) Complete. Detail will be reviewed as part of request E469.
	E 463	Please provide the most recent actuarial report regarding the company's pension plan.	1/6/2003	1/28/2003	0025995	0026056	Most recent actuarial reports regarding the Company's pension plan	Confidential	Complete Response		Complete as of January 28
	E 464	Please provide us with all the pertinent details of the sale/leaseback agreement executed during 2002 (i.e. amount sold, consideration received, applicable interest rate, lease payments, lease term, etc.).	12/6/2002	1/28/2003 2/18/2003	0025984 0030415	0025985 None	Sale/Leaseback agreement details for 1997 through 2001 and B&ST agreements for 2001 and 2002. Premera provided responsive documentation to this request on January 28, 2003 (Bates range 25984-25985). Consultants made the following follow up request: "Please provide the same information for 2007." The follow-up request does not appear to be relevant with respect to E464. E464 is specific to "agreements executed in 2002." A similar follow-up request was made by consultants in E409 and E474. Please see Premera's responses to those requests for information pertaining to 2007.	Confidential	Complete Response		Complete as of February 18. See E409 and E474.
	E 465	Balance Sheet, Income Statement, and Response to Premera's Questions by Marcus Garrett in memo/e-mail dated 1/6/03	1/6/2003	2/5/2003	0029786	0029795	Response to questions by Garrett in e-mail of 1/6/03; Schedule of \$195,282 broken out by account; Schedule of unrealized gains/losses and realized gains/losses as of 9/30/02	Confidential	Complete Response		Complete as of February 5
	E 466	Electronic version of the historical financials for 1997 - 2002 and projections for 2003 - 2007, consolidated and grouped by (i) Line of Business, (ii) MBS, (iii) State and (iv) Entity - in a form similar to that provided in Exhibit E-7 of the Form A Filing - e.g., highlighting net revenues (premiums, administrative fees, other revenues); benefit expenses; selling, general and administrative expenses; operating income; net investment income; other expense; income before gains/losses on investments and income taxes; gains/losses on investments; income before income taxes; income taxes; and net income. Please consolidate this information into one file (Blackstone 1/16/03).	1/16/2003	1/29/2003 1/31/2003	None 0029312	None	Electronic version of forecasting model of CD with all formulas and assumptions sent to consultants on 01.29.03. Please note that all AK lines of business roll to Alaska including FEP AK and Med Supp AK	Confidential	Complete Response		Complete as of January 29
	E 467	Electronic version of detailed, interactive three statement operating model with assumptions that was used to produce WA 74. This model should include projections for 2003 - 2007 and include formulas and detail that would allow review of how projections were calculated and permit the calculation of profitability and resulting capital levels under various operating sensitivities. Please also provide historical financials for 1997 - 2002 period by MBS and Line of Business (Blackstone 1/16/03 Information Requests)	1/16/2003	1/29/2003 1/31/2003	None 0029313	None	See E466 Electronic version of forecasting model on CD with all formulas and assumptions sent to consultants on 01.29.03.	Confidential	Complete Response	This file does not contain 1997, 1998 and 2007 information. Balance sheets and cash flow statements are neither interactive nor state-specific. Still need GAAP and Statutory projected balance sheets specific to the state of Alaska and combined for the entire company for the years 2002-2007. (Note: Form A exhibit A-6 provides statutory projected balance sheets for Alaska through 2004. We still need the remainder of the statutory years, 2005-2007, as well as the GAAP projected balance sheets for 2002-2007 for Alaska. Form A exhibit E-7 contains GAAP combined balance sheet projections for 2002-2006. We still require 2007 GAAP and 2002-2007 statutory on a consolidated basis.) (2/26/03 AK)	Complete as of January 29 (2/27) See Premera's response to WA74. (3/6) Complete pending completion of new financial model in WA74. (3/11) Updated model provided on March 7, 2003 and follow up call re model scheduled for March 14, 2003 (3/14) Consultants to review and respond by March 20, 2003 (3/20) Complete per consultants

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	E 468	A schedule of projected premium taxes for Alaska for 2003 – 2007 under the conversion and status quo scenarios with such detail incorporated into the operating	1/16/2003	2/5/2003	0029796	0029797	Schedule of projected premium taxes for Alaska 2002-3 under the conversion and status quo	Confidential	Complete Response		Complete as of February 5
	E 469	Detailed projected and current pension information, including underlying assumptions from consultant actuarial report. Detail should include status of plan, discount rate, annual pension expense, fair value of plan assets, PBO, expected and experienced return on plan assets, etc. (Blackstone 1/16/03 Information Requests)	1/16/2003	2/12/2003 3/14/2003	0030058 0032554	0030078 0032592	Pension disclosure as of 12/31/02 from Watson Wyatt our outside actuary. FAS106 and DBSRP disclosure as of December 31, 2002.	Confidential	Complete Response	As discussed on the call, we would like to request the actuarial memo / letter that provides the pertinent details of the "Other post-retirement benefits". This should provide sufficient detail to create the December 31, 2002 disclosure. (3/11/03)	Complete as of February 12 (3/6) Complete pending review by PWC (Sipes). (3/11) Complete per consultants (3/14) Re-opened by Consultants. Consultants to review and respond to new material by March 18 (3/18) Consultants to review and respond by March 20 (3/20) Complete per Consultants
	E 470	A schedule that clarifies the crosswalk between historic financials (WA 26) and projected financials (WA 74) by Line of Business, State, MBS and Entity (Blackstone 1/16/03 Information Requests)	1/16/2003	1/31/2003	0029314		See electronic version of forecasting model in request #E466 and Split PL file	Confidential	Complete Response	The comparison of historical financials on WA 26 versus WA 74 (Projections) needs to be discussed and resolved.	Complete as of January 31 (2/27): Obtain clarification from Blackstone as to what needs to be discussed in order to achieve resolution. (3/6) Complete pending completion of WA74. (3/11) Updated model provided on March 7, 2003 and follow up call re model scheduled for March 14, 2003 (3/14) Consultants to review and respond by March 20 (3/20) Complete per consultants
	E 471	Expiration schedules of net operating loss carry-forward and AMT credit carry-forward (Blackstone 1/16/03 Information Requests)	1/16/2003	1/28/03 1/31/2003	0026057 0029312	0026059	Expiration schedules of net operating loss carry-forward and AMT credit carry-forward	Confidential	Complete Response		Complete as of January 31. The information requested in consultants' follow-up request is contained in the electronic version of the model found pursuant to E466.
	E 472	Investment allocation, portfolio composition, duration and investment manager reports and watch list as of December 31, 2002 (Blackstone 1/16/03 Information Requests)	1/16/2003	1/28/03 2/26/2003	0026060 None	0026063 None	Investment allocation/portfolio composition as of 12/31/02: List of asset managers and portfolio size as of 12/31/02; Duration analysis as of 12/31/02. See C249-253.	Confidential	Complete Response	Performance Report has not been provided (Bates #0026063 notes that 2002 year-end performance information is not yet available) (1/31/03 WA).	Complete as of February 24, 2003. (3/6) Complete pending review on new information. (3/11) Premera will address any follow up issues at the financial projections follow up meeting scheduled for March 14, 2003. (3/14) Consultants to review and respond by March 20 (3/20) Complete per consultants
	E 473	Calculation of potential exit fees related to severance of relationship with the BCBSA (Blackstone 1/16/03 Information Requests)	1/16/2003	2/12/2003	0030057	None	Calculation of potential exit fees related to severance of relationship with BCBSA	Confidential	Complete Response		Complete as of February 12
	E 474	Sale/leaseback schedule including information as of December 31, 2002 with projections through 2007 (Blackstone 1/16/03 Information Requests)	1/16/2003	1/28/2003 2/14/2003 2/18/2003	None 0030410 0030415	None	See responses to WA 409 and 464. Further clarification regarding sale/leaseback schedules.	Confidential	Complete Response	Please provide the same information for 2007 (1/31/03 WA) ; 2007 should be incorporated into projections model (2/26/03 WA)	Complete as of February 18. See also E409 and E464. (2/27) Premera discussed at the meeting on 2/24/03 that there are no current sale/leaseback transactions that will result in expenses in 2007. (3/6) Complete per consultants.
	E 475	Schedule and detail on historical "Other income" and "Other expenses" (Blackstone 1/16/03 Information Requests)	1/16/2003	2/12/2003	0030079	0030080	Schedule and detail on historical 'other income' and 'other expenses'	Confidential	Complete Response		Complete as of February 12
	E 476	Schedule of public company costs, including IR, annual and quarterly report costs, auditing fees, Sarbanes-Oxley compliance, etc. Explanation of how these costs are incorporated within the projections and operating model (Blackstone 1/16/03 Information Requests)	1/16/2003	2/5/2003	0029798	0029803	2/13/02 Premera Board presentation re conversion and post-conversion expenses	Confidential	Complete Response		Complete as of February 5
	E 477	Schedule showing how much of the projected SG&A cost savings are derived from infrastructure investments versus spreading the SG&A expense over increasing (incremental) volume (Blackstone 1/16/03 Information Requests)	1/16/2003	2/5/2003	0029804	0029805	Statement referencing #E466	Confidential	Complete Response		Complete as of February 5
	E 478	Conference call on the Company's expansion into Arizona (Blackstone 1/16/03 Information Requests)	1/16/2003	1/21/2003	None	None	Meeting conducted on January 21, 2003.	Confidential	Complete Response		Complete as of January 21
	E 479	Conference call to discuss comparison of 2002 budget versus 2002 actual results (Blackstone 1/16/03 Information Requests)	1/16/2003	2/18/2003	None	None	Conference calls to discuss financial results for 2002 are scheduled for February 24 and 25, 2003.	Confidential	Complete Response		Complete as of February 18

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	E 480	Please allocate net investment income to WA, AK and Other for WA26 and WA74 (ie. the LOB detail and financial projections).	1/20/2003	2/5/2003	0029806	0029807	Schedule showing net investment income and gain on sale of securities for Requests 26 and 74 allocated to WA, AK and Other	Confidential	Complete Response	Net investment income needs to be split between WA and AK for purposes of the Financial Projections;	Complete as of February 5 (2/27) See Premiera's response to WA74. (3/6) Complete pending completion of WA74. (3/11) Updated model provided on March 7, 2003 and follow up call re model scheduled for March 14 2003 (3/14) Consultants to review and respond by March 20 (3/20) Complete per consultants
	E 481	Please allocate other income / expenses to WA, AK and Other for WA26 and WA74.	1/20/2003	2/14/2003	0030298	0030299	Schedule of detail on historical 'other income' and 'other expenses' by date	Confidential	Complete Response	Other Income/Expense needs to be split between WA and AK for purposes of the Financial Projections ;	Complete as of February 14 (2/27) See Premiera's response to WA74. (3/6) Complete pending completion of WA74. (3/11) Updated model provided on March 7, 2003 and follow up call re model scheduled for March 14 2003 (3/14) Consultants to review and respond by March 20 (3/20) Complete per consultants
	E 482	Please explain the SG&A differences (ie. between WA26 and RVCM), by WA, AK and Other on the summarized WA26 when examined by product line (ie. small group). Specifically, we need to review, in detail, the expense allocations and confirm their values given the large differences in percentage of premium allocated to SG&A for similar products.	1/20/2003	2/5/2003	0029808		See responses to 805 and 842 which have G&A expenses by LOB by cost center	Confidential	To review by 3/20/03: See WA 74	S G & A expense allocation does not appear to match pricing expectations nor meet a general reasonableness check.. Expenses will need to be analyzed and reallocated	Complete as of February 5 (2/27) Premiera to seek additional clarification. (3/6) Complete pending completion of WA74. (3/11) Premiera has provided this information and will address any outstanding issues on March 14, 2003 (3/14) Consultants to review and respond by March 20 (3/20) Consultants to review and respond by April 11
	E 483	For data response WA26 and WA60, for 1997 and 1998 the FEP and Med Supp block was not separated by AK and WA. Please provide the necessary information to perform the split.	1/20/2003	2/12/2003	0030081	0030082	RVCM OIC file with Med Supp AK and FEP AK broken out for 1997 and 1998. Also, RVCM has been updated to include 12/31/02 year to-date information.	Confidential	Complete Response		Complete as of February 12
	E 484	In WA26, the tab "Crosswalk - Audited to RVCM" provides a high level reconciliation to show the reclass of various line items. Please revise the RVCM OIC spreadsheet to tie to the audited financial statements for 1997 through 2002.	1/20/2003	1/31/2003	0029315		RVCM is consistent with the audited financial statements at the net income level and reflects the accounting practices we currently use. The crosswalk tabs detail the reclasses necessary to get to the audited statements. The 2002 RVCM will agree to the 2002 audited statements.	Confidential	Complete Response		Complete as of January 31
	E 485	When comparing the Premiera Blue Cross statutory annual statements from 1998 through 2001 all line items (ie. revenue, claims and expenses) are different between WA26 and WA60. Please provide explanations on why these differences exist (please be specific, quantifying differences).	1/20/2003	1/31/2003	0029316		The annual statements are prepared on a statutory basis while the financial information in Request #26 is on a GAAP basis. Please refer to the SplitPL file for the reconciliation of #26 to audited statements and Request #23 for the GAAP to Stat reconciliation	Confidential	Complete Response	A reconciliation of WA 26/74 to Statutory Reports will need to be finalized	Complete as of January 31 (3/6) Complete pending PWC review. (3/11) Complete per consultants
	E 486	In data response WA74 there appears to be a formula error where Quality Solution's 2002 premium revenue was not added into the consolidated page (\$611K). Please confirm our interpretation, and provide a corrected spreadsheet.	1/20/2003	1/31/2003	0029317		The \$611 K on the Quality Solutions premium revenue line for Outlook 2002 should be reported as zero. However, since the cell was not picked up in the consolidated total, the consolidated total will not change and is correct.	Confidential	Complete Response		Complete as of January 31 (3/6) Complete pending PWC review. (3/11) Complete per consultants
	E 487	There is a total \$54 million of Risk and Contingent Charge on the consolidated WA74 page that was not allocated to LOB / MBS. Please provide a revised WA74 allocating Risk and Contingent Charge down to the detailed LOB / MBS level.	1/20/2003	2/5/2003	0029809	0029810	Statement re Risk and Contingent charge	Confidential	Complete Response		Complete as of January 31 (3/6) Complete pending PWC review. (3/11) Complete per consultants
	E 488	Please reconcile the \$17.5 million liability provided in data request response 814 to the \$19.2 million included within the financial statements at September 30, 2002, and please provide a similar reconciliation at December 31, 2001.	1/20/2003	1/31/2003	0029318	0023320	The reconciliation provided in Request 814 was for PBC ERRP. SWL has a 9/30/02 ERRP balance of \$1.7 million for certain groups' life, dependent life, short term disability and stoploss coverages.; SWL ERRP reconciliation at 9/30/02 and 12/31/01; The PBC reconciliations were provided for Request 814	Confidential	Complete Response	A reconciliation of WA 26/74 to Statutory Reports will need to be finalized	Complete as of January 31

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	E 489	Please verify, and / or modify as appropriate, the following commentary regarding Premiera's recording of Administrative fees: During 2001 Premiera recorded claims paid under ASC and MP contracts in Health care services and recorded the reimbursement and fee for administering these policies as Administrative fees in the audited US GAAP financial statements. During 2002 claims paid and the related reimbursement for ASC and MP contracts do not flow through the P&L. Instead, only the fees charged for administering the policies appear within the P&L. Reimbursable Claims paid (both ASC and MP) in prior years that were recorded as Health care services were \$140 million in 2001. Therefore, \$140 million of the current year decline in Administrative fees is not a true fluctuation, but relates to a different method of recording ASC and MP reimbursements of claims paid. In addition, in prior years there was a reclass removing \$8 million of medicare reimbursements from Administrative fees and recording them as a reduction of G&A. No comparable reclass has been made in the current year. The	1/20/2003	1/31/2003	0029321	0023322	Responsive paragraph from Premiera Finance Dept.	Confidential	Complete Response		Complete as of January 31
WA 70 C 242	E 490	Please describe the factors that lead to the change in the method of recording ASC and MP fees. Please address how both methods are U.S. GAAP (ie. change in underlying contracts, new authoritative guidance, etc.).	1/20/2003	1/31/2003	0029323	0029326	Revenue Recognition for Noninsured Business Gross Versus Net Memo	Confidential	Complete Response		Complete as of January 31
	E 491	Please provide a detailed overview of the process of accounting for the deferred compensation plan for management, executives and officers (ie. related to the assets accounted for within other assets and the liabilities accounted for within other liabilities). Please describe the process for updating the asset and liability accounts during the year and at year end.	1/20/2003	2/5/2003	0029811	0029812	Statement re retirement plans	Confidential	Complete Response	We require the following information for all executives who were at the Senior Vice President level and above as of December 31, 2002. 1) Demographic Information 2) Compensation Information 3) Current Benefit Information	Complete as of February 5 (2/27) New request. Premiera to seek additional clarification. (3/6) PWC to provide clarification as to information being sought. (3/11) Complete per consultants
	E 492	Please provide a detailed overview of the process of accounting for the other post-retirement plan during the year and at year ends (included within other liabilities). Please describe the process for updating the asset and liability accounts during the year and at year end.	1/20/2003	1/31/2003	0029327	0029328	Responsive paragraph from Premiera Finance Dept.	Confidential	Complete Response		Complete as of January 31
	E 493	Please provide a detailed overview of the process of accounting for the pension equity plan during the year and at year ends (included within other liabilities). Please describe the process for updating the asset and liability accounts during the year and at year end.	1/20/2003	1/31/2003	0029329	0029330	Responsive paragraph from Premiera Finance Dept.	Confidential	Complete Response		Complete as of January 31
	E 494	Please quantify the tax benefit netted against the unrealized gain / loss in OCI at September 30, 2002 (ie. comparable to the \$423K recorded at December 31, 2001).	1/20/2003	2/5/2003	0029813		The tax benefit netted against the unrealized gain/loss in OCI at 9/30/02 was a debit balance of \$1,630,154	Confidential	Complete Response		Complete as of February 5
	E 495	Please reconcile the fair value of fixed income securities between the GL and the sum total of the Schedule Ds that were provided. There is a difference of approximately \$2.1 million at September 30, 2002 and \$465K at December 31, 2001. Please indicate the NAIC rating of the reconciling items (ie. Naic 1, 2, etc.).	1/20/2003	2/5/2003	0029814	0029824	The difference between the GAAP and STAT fair value of fixed income securities at both 9/30/02 and 12/31/01 is due to the statutory valuation provided by the Securities Valuation Office of the NAIC being different than the valuation provided by Bank of New York for GAAP purposes. This difference is expected and is part of regulatory statutory accounting. The NAIC rating of all fixed income securities can be found in the Schedule D detail. 12/31/01 and 9/30/02 documentation of Schedule Ds to GL for PBC, SWL, LWO, LWW, MSL for book value.	Confidential	To review by 3/20/03	PREMERA asserts complete as of 2/5/03. Similar reconciliation will likely be required after December 31, 2002 information is provided.	Complete as of February 5 (2/27) Premiera will provide updated information when available. (3/6) Complete per consultants. Premiera to provide updates as appropriate. (3/11) Premiera to provide update (3/18) Premiera has provided the information requested in this request. Premiera cannot provide an "update" to Consultants until they have reviewed the information submitted pursuant to E498.
	E 496	Memorandum supporting the amount of and need for a valuation allowance.	2/18/2003	2/18/2003	0030442	0030446	Support for valuation allowance for NOL. See answer to #659	Confidential	Complete		Complete (3/6) Complete per consultants.

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	E 497	Determination of tax basis in the assets and liabilities of PHP immediately preceding its merger into PBC.	2/18/2003	2/18/2003	0030436	0030438	1. Tax basis of assets and liabilities immediately preceding the merger (tax adjustments only). 2. Taxable income of PHP for the five years preceding the merger.	Confidential	Complete Response		Complete (3/11) Complete per consultants
	E 498	December 31, 2002 financial statements, including supporting detail for significant balance sheet accounts, e.g., investments, receivables, etc. Unaudited and audited as available. Specifically, we need the 2002 G/Ls, a 2002 A/R aging analysis, 2002 annual statements and the actuarial letter that would have been provided to the company with the FAS132 / 87 disclosure information.	2/28/2003	3/14/2003	0032593	0032686	Response to clarification submitted by PWC regarding data requested.	Confidential	Complete Response	(1) Given the current date (late-February) and the fact we have significant open items regarding our analysis, we believe it is most appropriate to update our review for year-end. (2) We have received an electronic file and the management report, but we need GLs and various other supporting schedules (3) An e-mail was sent to Peter Buck on 3/7/03 indicating that the following requests will need to be updated WA 23, WA 24, WA 25, E 406, E 460, E 461, 810, and 814. (3/11/03)	(2/27): Premera seeks clarification from consultants as to specific documents that are being requested for year-end 2002. (3/6) PWC (Sipes) to provide list of schedules that need to be updated. (3/11) Revised per Sipes (PWC) and in process (3/14) Consultants to review and respond by March 18 (3/18) Consultants will review and respond by March 20 (3/20) Complete per Consultants
	E 499	Summary of the Company's assessment of the accounting impact of the proposed conversion and planned IPO, including any analysis performed by E&Y. Has any consideration been given to the possible application and impact of purchase accounting?	2/26/2003	3/6/2003	None	None	Discussion between consultants and Sharilyn Campbell on March 6 regarding accounting impact of conversion and proposed IPO.	Confidential	Complete	Previously we were told that there was no expected accounting impact of the proposed transaction. At minimum, we would expect entries to be required at the time of the conversion.	(2/27) Premera to seek additional clarification. (3/6) Complete per discussion on 3/6.
	E 500	Description of the administrator and the insurance company behind physician's pension plan.	2/26/2003					Confidential	Incomplete Response.	We understand the original holder of the policy has gone out of business.	(2/27): Premera to address. (3/11) Premera is in the process of addressing (3/14) Premera to provide responsive documentation by March 21
	E 501	Price of Silchester equity investment at December 31, 2001 and January 21, 2003, if the security is still being held	2/26/2003					Confidential	Incomplete Response.		(2/27): Premera to address. (3/11) Premera is in the process of addressing (3/14) Premera to provide responsive documentation by March 21
	E 502	Description of reasoning behind rate of decrease of the health care cost trend assumption used in developing PBO for other post-retirement benefits	2/26/2003					Confidential	Incomplete Response.		(2/27): Premera to address. (3/11) Premera is in the process of addressing (3/14) Premera to provide responsive documentation by March 21
	E 503	Changes Premera made to the BCBSA Model laws as referenced in request WA 13 Bates page number 30098.	2/26/2003					Confidential	Incomplete Response	Need to receive Privilege Log in order to determine what material has been withheld or redacted. Received Privilege Log, but Premera needs to organize according to the corresponding requests. Premera in the process of reorganizing. (3/17/03)	(2/27): Premera to address. (3/11) This item will be addressed in Premera's privilege log (3/14) Privilege Log provided (3/20) Privilege Log with crosswalks provided
	E 504	Package of BCBSA materials as noted at Bates Range 0030237	3/4/2003	3/14/2003	0032687	None	See Response E504	Confidential	Complete Response	Not received as of 3/17/03	(2/27): Premera to address. (3/11) Premera is in the process of addressing (3/14) Consultants to review and respond by March 20 (3/20) Complete per Consultants
	E 505	Request for a list of Premera's capital needs and amounts. As hypothetical examples, the list might include but not be limited to: (A) the capital needs for the separate capitalization of an Alaska insurance company, (B) the capitalization, development costs and operating losses for the initial years of the establishment of the new Arizona business, (C) any final costs of the Dimensions system development and roll-out, (D) other business expansion initiatives, and (E) any capital needed to achieve Premera's targeted RBC levels.	2/28/2003					Confidential	Incomplete Response	See also C 241	(2/27): Premera to address. (3/11) Premera is in the process of addressing (3/14) Premera in the process of addressing the request
	E 506	An analysis of Premera's proposed IPO which would include an accretion/dilution analysis demonstrating the impact to Premera's return on equity and/or return on pro-forma earnings per share from employing any capital raised by Premera in the IPO.	2/28/2003					Confidential	Incomplete Response	See also C 241	(2/27): Premera to address. (3/11) Premera is in the process of addressing (3/14) Premera in the process of addressing the request

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	E507	Please provide directions on how to allocate various items between Washington and Alaska. Specifically, we would like to understand the nature of these items to determine how the income/expense/surplus items should be split between the two states. See specific issues as addressed in PwC memo to Premera	3/17/2003					Confidential	To discuss on 3/20/03		(3/20) Premera in the process of addressing this request. Call scheduled for March 25 to discuss methodology for responding to this item
	E508	Please provide a copy of the Small Group rate filing that was filed in Washington this week.	3/14/2003					Confidential	No Response		(3/20) Premera in the process of addressing this request
	E509	Please provide copies of the following documents that are referred to in the memo from Audrey Halvorson to Kent Marquardt, dated 9/24/02 (Bates #s 32325-343): * The B&ST addendum (see p. 32327) * Attachment 1 to the memo (see p. 32328) * The filing (if any) of the new rating formula referred to in the third-to-last paragraph of p. 32333 * Any provider reimbursement guidelines that have been established as described in the first paragraph of p. 32334 * With regard to the "regular monitoring of formula produced premium rates and sold rates," referred to in the second paragraph of p. 32334, all documents referring to results of such monitoring including but not limited to Business Decision Reports	3/14/2003					Confidential	No Response		(3/20) Premera in the process of addressing this request
	E510	Response to email sent to Premera by Kim Jacobson on March 19, 2003	3/19/2003					Confidential			(3/20) Premera in the process of addressing this request

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AD HOC REQUESTS											
	M01	Martin Staehlin requested to speak with someone regarding PBC's cost allocation methodology.		11/8/2002	None	None	Meeting conducted on 11/08/02	Confidential	Complete Response		Complete
	M02	Martin Staehlin requested documentation regarding internal cost center codes		12/12/2002	None	None	See Responses to Ad Hoc Requests 803-805	Confidential	Complete Response		Complete
	M03	John Ellis requested to speak with someone to discuss product level marketing initiatives.		12/12/2002	None	None	Meeting conducted with Mr. Ellis on December 12, 2002.	Confidential	Complete Response		Complete
	800	Request for five years of historic operating results (Statutory and GAAP) for the Alaska businesses removed from the different segments in which those lines currently reside. We would like to see this data as far down the income statement as possible. We think we heard that a pre-overhead, pre-SG&A, pre-tax "contribution" result might be possible. If it can go further (i.e. post-overhead and SG&A), that would of course be more helpful. (Requested by Tom Johnson, Signal Hill Capital)		12/11/2002	0019028	0019029	Statutory operating results broken out between WA and AK for 1997-2001 (Premera, MSC, HealthPlus); GAAP operating results for AK business is part of request WA 60	Confidential	Complete Response		Complete
	801	Request for five years of the same data (Statutory and GAAP) for Premera Blue Cross (we think this is the right legal entity) on the same basis, excluding the Alaska business. If this is not the correct entity, what we want to see is the comparable operating data for the Washington not-for-profit business (excluding the results of stock subsidiaries). (Requested by Tom Johnson, Signal Hill Capital)		12/11/2002	0019030	0019032	See response to 800	Confidential	Complete Response		Complete
	802	Request for any MD&A type of discussion of (1) and (2) above. (Requested by Tom Johnson, Signal Hill Capital)		12/11/2002	0019033	0019049	PBC statutory MD&A for 1997-2001; GAAP MD&A's were provided as part of request #28	Confidential	Complete Response		Complete
	803	Request to see projections and assumptions (Statutory and GAAP) on the same basis for the same business(es). We think the Alaska businesses are already projected on a Statutory basis in the licensing application, but we have not seen those projections and assumptions yet. (Requested by Tom Johnson, Signal Hill Capital)		12/11/2002	0019050		Projections and assumptions for Alaska business were provided as part of the Alaska Form A filing and request WA 74	Confidential	Complete Response		Complete
	804	Request for Premera consolidated balance sheet and cash flow as of September 30, 2002. (Request by Martin Staehlin, PWC)		12/12/2002	0019051	0019053	Premera consolidated balance sheet and cash flow as of September 30, 2002	Confidential	Complete Response		Complete
	805	Request for additional cost allocation support. (Request by Martin Staehlin, PWC)	12/12/2002	12/12/2002 1/28/03	0019054 0026064	0019343 0026065	Premera G&A allocations summary; 2002 Premera cost center roll-up structure; 2002 cost center details; 2002 September YTD administrative costs (by LOB by cost center); Electronic version emailed to consultants on January 24, 2003.	Confidential	Complete Response		Complete as of January 28
	806	Request for additional audited Statutory Financial Statements. (Request by Martin Staehlin, PWC).		12/12/2002	0019344	0019789	LW Oregon - 1990-1996; SWL - 1991, 1993-1996; Premera HealthPlus - 1993-1996; MSC Life - 1996; MSC - 1996; PBC - 1993-1996.	Confidential	Complete Response		Complete
	826 was 807	Request for copies of certain Internal Audit (non-privileged) Reports from 2001 and 2002. (Request by Brian Sipes, PWC).		12/12/2002	0019790	0019879	Non-Privileged Internal Audit Reports, dated 01/08/01, 01/10/01, 02/09/01, 04/11/01, 04/26/01, 04/30/01, 06/01/01, 06/28/01, 07/24/01, 08/08/01, 09/09/01, 11/15/01, 11/29/01, 12/20/01, 01/08/02, 01/10/02, 03/08/02, 03/20/02, 04/02/02, 04/25/02, 05/02/02, 05/09/02, 05/10/02 and 05/17/02.	Confidential	Complete Response		Complete
	827 was 808	Request for updated Internal Audit List through November 2002. (Request by Brian Sipes, PWC). Request for list of internal audits planned for balance of year. (Request by Brian Sipes, PWC)		12/20/2002	0020179	0020181	2002 Internal Audit Report Index (Since June 2002); PBC internal audits currently open	Confidential	Complete Response		Complete
	M04	Request to discuss in more detail the legal, financial and reporting structure of Premera to make sure we are asking the right questions relevant to the allocation issue (i.e. If you were doing it, how would Premera think about it?). We will also need to talk to someone at Premera about the results and any onetime items affecting those results once we have had a chance to review them. To the extent an MD&A type discussion exists on any of this already, that will make the discussion quicker. Lastly, we will also need to talk to someone at Premera about the assumptions used for the projections. (Requested by Tom Johnson, Signal Hill Capital)		11/20/2002 11/26/2002 11/27/2002 12/6/2002 12/11/2002	None	None	Addressed at various meeting with Premera employees.	Confidential	Complete Response		Complete
	M05	Request to receive a better understanding of Premera's history and forward business strategy. I would be happy to discuss with you or John Cake how we go about this portion of our diligence. (Requested by Tom Johnson, Signal Hill Capital)		11/26/2002	None	None	Addressed during Executive Interviews on November 26-27.	Confidential	Complete Response		Complete

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	M06	Request to speak with a local Alaska Premiera person. Setting up interviews with Alaska businesses for the first week in December. Our goals in speaking with the Premiera representatives are two-fold: 1) To assist us in identifying a) contact names at companies who purchase large group plans from Premiera in Alaska, and b) the larger insurance agents who broker individual and small group plans for Premiera in both urban and rural areas of Alaska. 2) To gain a clearer understanding of the Alaska marketplace, with a special emphasis on the current state of provider relations and contracting in Alaska. (Having a solid appreciation for Premiera's current business would greatly benefit us when conducting the stakeholder interviews.) (Request by Kim Jacobson, Peterson Consulting).	11/19/2002	11/27/2002	None	None	Meeting conducted by Kim Jacobson from Peterson Consulting with Jeff Davis, GM of PBC Alaska on November 27, 2002.	Confidential	Complete Response		Complete
	M07	Request to discuss Blackstone approach to financial modeling and ask questions around financials at a high level to assist in doing the projection modelling. (request by Rakesh Chawla, The Blackstone Group).		11/20/2002	None	None	Meeting conducted on 11/20/02	Confidential	Complete Response		Complete
	M08	Request for interview with mid-level manager in Washington sales and marketing who is personally familiar with the Premiera products sold in Washington, premiums, and any legal or other constraints on Premiera's setting of premiums other than competitive constraints. (request by John Ellis, WA AG).		12/10/2002	None	None	Meeting conducted December 12, 2002	Confidential	Complete Response		Complete
	M09	Request to interview an IT employee who is personally familiar with the process of accessing Premiera electronic data concerning premiums, insureds' claims, and payments to providers. (Request by John Ellis, WA AG).		12/10/2002	None	None	Meeting conducted December 12, 2002	Confidential	Complete Response		Complete
	M10	Discussion Request #1: A discussion with the chief actuary of the rate development methodology and its application to the Premiera individual and small group rate filings of 2001 and 2002.		12/5/2002	None	None	Meeting conducted on 12/5/02 with Audrey Halvorson (Chief Actuary) and David Braza (PWC Actuarial Dept).	Confidential	Complete Response		Complete
	M11	Discussion Request #2: A discussion with the expense allocation personnel in finance. What is needed is a review of the 200 strategic cost centers and their mapping to the detailed LOB or MBS experience reports. Also a walkthrough of balancing expenses by corporate entity and MBS unit.		12/6/2002	None	None	Meeting conducted on 12/06/02 with Juli Bowen and Sharilyn Campbell of PBC's Finance Department.	Confidential	Complete Response		Complete
WA 3 C 203	853	Request for a list of all companies, beginning in 1933, that eventually formed Premiera BC, in order to ensure that all Alaska business has been appropriately separated from the business of Washington. Our current understanding is that only Blue Cross of Washington/Alaska had Alaska business and that began in 1957. To ensure we are correct, we would rather have a documented list of the company's history, beginning with Washington Hospital Service Association and going forward to 1997, with notes on additional added companies and the extent that other companies wrote business in Alaska, if applicable. (Request by Martin Staehlin, PWC).		2/5/2003 2/12/2003	0029331 0029827	0029339 0029844	See Response to WA 03 and C203	Confidential	Complete Response		Complete as of February 12
WA 20	852	Request for annual statements at interim periods, for example, 1956, 1957, 1967, 1977 and 1987. In this way, we would examine the 'starting point' pre-Alaska and then a review of the company at ten-year intervals up to 1997. Although if all statements were provided, it may not be necessary to see every statement schedule (such as Schedule D, for example), since only interim annual statements will initially be requested, the entire statement should be provided. The Annual Statement blanks have changed over time, and requesting certain schedules may result in gaps in the information. (Request by Martin Staehlin, PWC).		1/28/2003 2/19/2003	None 0030533	None	See Premiera response to WA 20	Confidential	Complete Response		Complete as of February 19

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WA 27	851	Request for detailed experience exhibits by Line of Business The Line of Business (LOB or MBS) detail is critical to the actuarial analysis. It is essential to establish patterns of underwriting gains and losses over a horizon longer than the previous six years. It is also important to be able to distinguish between Washington, Alaska and other States. The Consumer MBS appears to be an amalgam of WA and AK business. We specifically require LOB or MBS detail back to 1987, and may need to reach back further in history. It may need to go back further. The underwriting margins are extremely variable by LOB over time. (Request by Martin Staehlin, PWC).		1/28/2003 2/14/2003	None 0030361	None	See Premera response to WA 27	Confidential	Complete Response		Complete as of February 14
	M12	Request for detailed discussion of rating methodology and recent rate filings in order to comment on the applicability of historical experience for future projections and experience results, a detailed discussion of rating methodology and recent rate filings with the chief actuary is necessary. Additionally, we require data regarding premium rates relative to the maximum rates that could have been charged per state regulation, subset by geography and line of business. (Request by Martin Staehlin, PWC).		12/5/2002	None	None	Meeting conducted on 12/5/02 with Audrey Halvorson (Chief Actuary) and David Braza (PWC Actuarial Dept). See also response to WA 65.	Confidential	Complete Response		Complete
	M13	Request for detailed discussion of strategic cost center allocation process In order to understand the expense levels on the current internal LOB or MBS financial reports, we need a detailed walk through (with a process map) of the allocation of expenses for all Premera expenses. This review would not only allow one to tie expenses from the general ledger to MBS financial reports but also to statutory annual statements by reporting entity. (Request by Martin Staehlin, PWC).		12/5/2002	None	None	Meeting conducted on 12/05/02 with Sharilyn Campbell and Juli Bowen of PBC's Finance Department.	Confidential	Complete Response		Complete
WA 74	850	Request for email of Projection model We understand the Projection Model discussed last week will be made available to all consultants via email. (Request by Martin Staehlin, PWC).		12/17/2002	None	None	Projection model emailed on December 17, 2002.	Confidential	Complete Response		Complete
	849	Request for email of rate development methodology To begin the analysis discussed in item #3 above, we request the rate development methodology be made available via email. (Request by Martin Staehlin, PWC).		2/20/2003 2/24/2003	None 0031639	None None	Email follow up to verbal request seeking clarification from PWC (Martin Staehlin) as to whether the information in this request is still necessary.	Confidential	See WA 82	Premera to set up call to discuss (3/11/03)	Complete. Request for clarification was emailed to Marty Staehlin on February 20, 2003. (3/6) Complete pending receipt of most current underwriting manual. (3/11) Premera will schedule meeting between PWC (and any other interested consultants) and Jim Grazko, VP of Underwriting to address this issue (3/14) Premera in process of scheduling interview with Jim Grazko (3/20) Call scheduled for March 24
	M14	Request to interview CFO and staff to discuss the expense allocations, A/R, investments, other assets/liabilities, etc. (Request by Brian Sipes, PWC).		12/5/2002	None	None	Meeting conducted on 12/05/02 with Sharilyn Campbell and Juli Bowen of PBC's Finance Department.	Confidential	Complete Response		Complete
	M15	Request to interview Director of Internal Audit and staff to discuss the audit support as well as review of work papers supporting the audit and access to other reports prepared Request for certain non-privileged Internal Audit Reports from 2001 and 2002. (Request by Brian Sipes of PWC)		12/5/2002	None	None	Meeting conducted on 12/05/02 with Quentin Powers, VP of PBC's Internal Audit Department.	Confidential	Complete Response		Complete

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
	M16	Request to interview Premiera officials regarding: I. Tax Treatment and Effects to Premiera A. Qualification as Tax-Free Transactions B. Will the transaction result in Premiera experiencing a "material change" under section 833? - Technical Analysis - Potential Effects C. Tax Treatment of Transfer of Ownership to Foundation D. Restriction on Use of Tax Attributes E. State Tax Effects of Conversion F. Consolidated Return Issues G. Other II. Tax Treatment of Foundation III. Tax Treatment of Premiera Policyholders IV. Manner in Which Premiera Intends to Achieve Comfort on Tax Issues A. Provisions of Plan of Conversion B. What Issues Will IRS Rulings/Tax Opinions Cover? C. Status of Rulings/Opinions (Request by Michael Callen, PWC)		12/10/2002	None	None	Meeting conducted on December 10, 2002 with John Domeika (SVP and General Counsel), Kent Marquardt (CFO) and Larry Zommick (Tax Director)	Confidential	Complete Response		Complete
	M17	Request to interview IT personnel for the General Computer Controls area. I will work with Brian to schedule these meetings for as early as possible next week, excluding the CIO meeting which I'll try to schedule for Tues/Wed so that you can attend that meeting. Alan Smit, CIO Laurie Leer Manager of IT Security John Shepard, Data Center Manager Jill Gusler, Director of Apps (Change Control, BlueCHIP) (request by Brian Sipes, PWC).		12/10/2002	None	None	Meetings conducted with: Al Smit (CIO of Premiera Blue Cross) on December 10, 2002; Michael Heuer and Jill Gusler on December 11, 2002; and Donna McClure on December 11, 2002, Laurie Leer on December 18, 2002. Follow up meetings with Lorraine Mainzer on December 18, 2002 and Sue Keezer on December 20, 2002. (See Magnani requests below)	Confidential	Complete Response		Complete
	M18	Request for interview with claims payment personnel. (Request by Brian Sipes, PWC).		12/12/2002	None	None	Meeting conducted December 12, 2002 with PBC employees Deb Brady, Cathie Peloke, Laurie Thoma and Shariyn Campbell. Meeting with Adrian Martinez, Alice Olsen and Rachel Dewey on December 20, 2002. Meeting with Mark Brunkhorst on December 20, 2002. (See Magnani requests below)	Confidential	Complete Response		Complete
	M19	Request for interview with claims and premiums process and control personnel. (Request by Brian Sipes, PWC).		12/12/2002	None	None	Meeting conducted December 12, 2002 with PBC employees Deb Brady, Cathie Peloke, Laurie Thoma and Shariyn Campbell. Meeting with Irma Kirk in Spokane on 12/19/2002. (See Magnani requests below)	Confidential	Complete Response		Complete
	M20	Request for interview with Quality Assurance Officer. (Request by Brian Sipes, PWC).		12/12/2002	None	None	Meeting conducted December 12, 2002 with PBC employees Quentin Powers and Jennifer Badgley.	Confidential	Complete Response		Complete
	M21	Follow-up questions by PWC to finance team: - Why are outstanding checks no longer being reclassified? - Can we get a listing of all nonrecurring items that are included within the September 30, 2002 numbers (ie. impairment charges, one-time income or expense charges, etc.)? - Are you aware of any unfunded commitments that the company has (ie. to fund VC type investments)? - It was mentioned in our meeting that there were no allocated items other than G&A expenses. However, we were previously under the impression that investment income was allocated. Can you please clarify? - If investment income is allocated, can you describe the method of allocation? - With regards to the physicians plan that we discussed in our meeting where the assets and liabilities are equal, can you provide me a brief explanation as to why the company administers this plan (ie. are the physicians charged an administrative fee?). - The prepaid expense account (13500) has increased by approx. \$3.5 million between Dec. 31, 2001 and September 30, 2002, what does this relate to?		12/11/2002	None	None	Follow-up Interview conducted December 11, 2002 by PWC with Shariyn Campbell and Juli Bowen of PBC Finance team.	Confidential	Complete Response		Complete

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	M22	Additional follow-up questions by PWC to finance team: What was the total cost capitalized as part of the Facet project during 2002 (September 30, 2002, and what amount has been expensed (please segregate between pre and post)? Can you provide us an overview of the nature of the experience related refund, and provide us with detail support for the calculated balance as of September 30, 2002 and December 31, 2001? Is the balance in account 27010 the liability associated with the assets accounted for within accounts 14200, 14205, 14210, 14215 & 14216? And, are there any other liabilities related to this pension plan? Can you identify the portion of the general reserve that is OCI as of September 30, 2002 (ie, comparable to the (1,966) presented separately as of December 31, 2001)? Is the ASC receivable the same as the paid claim (ie, 1:1 ratio). If so, were is the advantage to the insured?		12/11/2002	None	None	Follow-up Interview conducted December 11, 2002 by PWC with Sharilyn Campbell and Juli Bowen of PBC Finance team.	Confidential	Complete Response		Complete
	M23	Additional follow-up questions by PWC to finance team: - Account 13230 (A/R Miscellaneous) declined from \$9.8M to an annualized \$.5M as of September 30, 2002. What was included within the \$9.8M, and why such a significant decline? - What is included in account 17145 "Unclassified Assets", and why such a significant increase in this account from December 31, 2001 to September 30, 2002? - Can we obtain a head-count of those eligible for accrued vacation, SRP, Accrued retirement and accrued incentive as of December 31, 2001 and September 30, 2002? - Is it 5 years that the company holds unclaimed property for before submitting to the state, and is there a process in place for attempting to void these checks before this timeframe? If so, has there been significant voided checks taken back into income during 2001 or through the first nine months of 2002? - Can you identify the administrative fees & other income included within the premiums in the September 30, 2002 US GAAP financial statements? Can these reclasses be		12/11/2002	None	None	Follow-up Interview conducted December 11, 2002 by PWC with Sharilyn Campbell and Juli Bowen of PBC Finance team.	Confidential	Complete Response		Complete
	M24	Additional follow-up questions by PWC to finance team: - Are there other P&L and balance sheet reclasses from G/L to consolidated Premiera financial statements that need to be considered in order to remain consistent with prior years? If yes, can these reclasses be split by state (P&L only)? - Is account 41264 (Admin Fees) the same as prior year accounts 41262 and 1263? If yes, what is driving the \$8 million annualized decline in this item? - Annualized medical premiums are up \$70 million, claims M.P. is down \$9.4million and claims ASC are down by \$63.6 million. Are these fluctuations related (ie, simply being classified differently during 2002)? - Annualized Dental premiums are down approx 9%, what are the factors driving this decrease? - Administrative and Access fee income did not exist in prior year. Were these included within another line item? If no, why such an increase during 2002? - What are the factors driving the increase in the FEP program of \$26.8 million (annualized) or 18%? - Annualized salaries are up 9% of \$11 million. What are the factors driving this increase?		12/11/2002	None	None	Follow-up Interview conducted December 11, 2002 by PWC with Sharilyn Campbell and Juli Bowen of PBC Finance team.	Confidential	Complete Response		Complete

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
	M25	Additional follow-up questions by PWC to finance team: - Is the increase in outside labor and capitalized project costs entirely attributable to the Facet project? - What are the significant components of the financial statement section "Total Subs / TPA / Reimb. Exp", and why has this balance gone from a negative \$17 million to positive \$5.8 million (annualized) from December 31, 2001 to September 30, 2002? - Annualized program costs are up \$5 million, and annualized infrastructure costs are up \$4.3 million. What are the factors driving this increase? - What is the typical commission rate the company pays, and what percentage of the business is being developed by brokers? - What is the premium tax rate in Washington, Alaska and Oregon? - Why is there no DAC recorded for any of the companies? If the response is materiality, is there an analysis available that can assess the materiality of the		12/11/2002	None	None	Follow-up interview conducted December 11, 2002 by PWC with Sharilyn Campbell and Juli Bowen of PBC Finance team.	Confidential	Complete Response		Complete
	810	Follow-up list submitted by Brian Sipes (PWC) of PWC's outstanding items from the 12/11/2002 Finance team meeting:									
	810	- List of nonrecurring items (probably none other than impairment for 2002, but may be some for 2001);	12/11/2002	12/26/2002	0020562	0020563	Listing of non-recurring items in 2001 and through 9/30/02	Confidential	Complete Response		Complete
	811	- Analysis of previous attempts to allocated net investment income between the states;	12/11/2002	12/26/2002	0020564	0020565	Description of how investment income was allocated to line of business on 2000 annual statement.	Confidential	Complete Response		Complete
	812	- An understanding of whether the physicians retirement plan has a guaranteed return;	12/11/2002	12/26/2002	0020566	0020588	Sample plan agreements for one physician for the Physician Deferred Compensation Plan - 12/15/87, 12/31/82, 8/1/79, 3/20/73, 1/4/78, 5/1/68	Confidential	Complete Response		Complete
	813	- A total amount expensed related to the Facet project (segregated between pre and post 09/30/02);	12/11/2002	1/8/2003	0022146	0022147	Summary of total costs, total capitalized costs, internal cost capitalized and total expensed costs relating to B&ST for 9 months ended 9/30/02 and for 11 months ended 11/30/02	Confidential	Complete Response		Complete as of January 8
	814	- Details of the ERRP liability;	12/11/2002	12/26/2002	0020589	0020614	Experience rated refund detail reports for PBC & MSC as of 12/31/01 and 9/30/02	Confidential	Complete Response		Complete
	815	- Specific identification of the asset accounts backing the liability accounted for within 27010, and indication of whether there are other liability accounts involved;	12/11/2002	12/26/2002	0020615	0020616	Listing of assets for which the liability 27010 relates	Confidential	Complete Response		Complete
	817	- Head-count of employees eligible for each of the pension plans;	12/11/2002	1/8/2003	0022148	0022149	Headcount for accrued vacation, SRP, accrued retirement and accrued incentive as of December 31, 2001 and September 30, 2002	Confidential	Complete Response		Complete as of January 8
	838	- Response to the differences in the split P&L file sent to Juli;	12/11/2002	12/18/2002	None	None	Email from Juli Bowen (Premiera Finance Dept) to Marcus Garrett (with copy to all Consultants) addressing Split P&L Issues.	Confidential	Complete Response		Complete
	818	- Identification of any Specific items driving the increase in the infrastructure and program costs line items.	12/11/2002	1/8/2003	0022150	0022151	Annualized program costs are up \$5 million, and annualized infrastructure costs are up \$4.3 million	Confidential	Complete Response		Complete as of January 8
	816	Additional follow up items from Marcus Garrett and Brian Sipes on 12/12/02:	12/12/2002								
	816	Combined statement of changes in net worth for 12/31/01 and 9/30/01	12/12/2002	12/26/2002	0020617		See request 808	Confidential	Complete Response		Complete
	819	9/30/02 GAAP to Stat Worksheets	12/12/2002	12/26/2002	0020618	0020677	GAAP to Stat worksheets as of 9/30/02 for PBC, LifeWise OR, LifeWise WA, SWL, MSC Life	Confidential	Complete Response		Complete
	820	Historical Annual Reports	12/12/2002	12/26/2002	0020678	0021408	Historical annual reports from 1948 - 1952, 1954 - 1985, 1987, 1989 - 1992	Confidential	Complete Response		Complete
	807	Explanation of FEP unearned premium reserve account	12/12/2002	12/26/2002	0020548	0020549	Explanation of FEP unearned premium reserve account	Confidential	Complete Response		Complete
	808	MD&A as of September 30, 2002	12/12/2002	12/26/2002	0020550	0020559	9/30/02 GAAP MD&A and 9/30/02 Balance Sheet, Income Statement, Changes in Equity and Cash Flow	Confidential	Complete Response		Complete
	809	Description of 12/31/01 loss on fixed assets	12/12/2002	12/26/2002	0020560	0020561	Description of 12/31/01 loss on fixed assets	Confidential	Complete Response		Complete

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	839	Questions submitted by Kristian Magnani to PBC IT Department on 12/12/2002 (Donna McClure): 1. How often are mainframe backups performed (daily, weekly, monthly)? 2. Are these backups "incremental" or "full" backups? 3. What is the tape rotation schedule? (How long do the tapes stay offsite before returning and being recycled?) 4. Over the past year, has there been a need to restore data from the off-site tapes? If so, was the restore(s) successful? What caused the need to restore from the off-site backups? 5. Over the past year, have there been any significant network outages? If so, what caused the outage, what system(s) were affected, and for how long was the downtime? What actions have been taken to mitigate similar risks from occurring in the future?	12/12/2002	1/10/2003	0022259	0022263	Questions submitted by Kristian Magnani to PBC IT Department on 12/12/2002: 1. How often are mainframe backups performed (daily, weekly, monthly)? ANSWER: Mainframe DR backups are performed on daily (Monday - Saturday), weekly, and monthly schedules. Additional applications backups are performed as part of the batch processing cycles for point-in-time and local recovery. 2. Are these backups "incremental" or "full" backups? ANSWER: The DR backups are a combination of incrementals and fulls on each backup schedule. Additionally, "Full Volume" DR backups are performed weekly for critical logical DASD volumes. 3. What is the tape rotation schedule? (How long do the tapes stay offsite before returning and being recycled?) ANSWER: Approximately 300-400 tapes are rotated onsite/offsite on a daily basis (Monday - Saturday). The duration that each physical tape volume stays offsite is determined by the data on the tape. The minimum time offsite is 8 days, maximum is 10 years. 4. Over the past year, has there been a need to restore data from the off-site tapes? If so, was the restore(s) successful? What caused the need to restore from the off-site backups? ANSWER: There has not been a documented need to recall data from the off-site tapes. 5. Over the past year, have there been any significant network outages? ANSWER: See document produced in response hereto.	Confidential	Complete Response		Complete
	840	List of documents requested by Kristian Magnani (PWC) during IT meeting on 12/11/2002 (Donna McClure): 1. IT Organizational Chart 2. Sample of performance metrics reports which she reviews to monitor IT Operations/Network functions.	12/11/2002	1/10/2003	0022264	0022267	See 823 for IT organization chart. IT IPS Performance Chart Metrics for July 2001 and November 2002.	Confidential	Complete Response		Complete
	848	Request by John Ellis, Washington State AG's Office, on December 10, 2002 for: For each county in Washington State, provide, in electronic form (ascii or .xls), the number of Premiera enrollees, total premiums paid by or for those enrollees, and total claims by category of provider for those enrollees, separately for each LOB for the year 2001, and for the year to date 2002.	12/10/2002	2/24/2003	None	None	See Response # 432.	Confidential	Complete Response		Complete
	M26	Request by Kristian Magnani (PWC) on December 12, 2002: Claims Processing Walk-through: Cathie Peloke, Director of System Procedures (any other necessary personnel).	12/12/2002	12/20/2002	None	None	Met with Tammy Harwood on December 18, 2002. Met with Adriane Martinez, Alice Olsen and Rachel Dewey and Mark Brunchhorst on Friday December 20, 2002.	Confidential	Complete Response		Complete
	M27	Request by Kristian Magnani (PWC) on December 12, 2002: Premium Processing & Billing Walk-through: Irma Kirk, Manager of Membership and Billing (any other necessary personnel).	12/12/2002	12/19/2002	None	None	Meeting held with Irma Kirk on December 19, 2002	Confidential	Complete Response		Complete
	821	Request by Kristian Magnani (PWC) on December 11, 2002: (Michael Heuer/Jill Gusler) Provide Premiera Change Control Policies and Procedures (including policies for emergency changes).	12/11/2002	1/10/2003	0022246	0022258	Premiera Change Control Policies and Procedures	Confidential	Complete Response		Complete - Premiera provided requested information on January 10, 2003.
	M28	Request by Kristian Magnani (PWC) on December 12, 2002: (Irma Kirk) Generate a listing of key reports which her dept uses to manage/control key aspects of the Membership&Billing operations. She was going to put a list together (along w/ some sample reports) and send them off to you to then transfer to me.	12/12/2002	12/19/2002	None	None	Meeting held with Irma Kirk on December 19, 2002	Confidential	Complete Response		Complete
	825	Request by Martin Staehlin on December 13, 2002: PwC requests a meeting with underwriting staff that can separately discuss the small-group, 50 to 100 group size and 100+ group size market segments. At the meeting we wish to review the first quarter 2002 BDR reports for 50 to 100 and 100+ groups with Bates stamped pages. Please provide the entire rate quote package with Bates stamped pages.	12/13/2002	12/26/2002	0021409	0021459	Meeting with Jim Grazko, VP of Underwriting, held on December 20, 2002. 1Q 2002 BDR Report provided.	Confidential	Complete Response		Complete
	M29	Request by Martin Staehlin on December 13, 2002: In addition, we wish to review the sold rates on the five following sample cases: 1. A new small group case effective 3/01/02 2. A new 100+ group case effective 1/01/02 3. A renewal small group case with rate change effective 3/01/02 4. A renewal case with less than 100% credibility (and > 0%) with rate change effective 3/01/02 5. A renewal case with 100% credibility with rate change effective 1/01/02	12/13/2002	12/20/2002	None	None	Meeting with Jim Grazko, VP of Underwriting, held on December 20, 2002.	Confidential	Complete Response		Complete

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WA 65	847	Martin Staehlin requested on December 13, 2002: Please provide a copy of the most recent rating manual trend update pages with Bates stamped pages. In addition, the Underwriting manual submitted for our review is dated 1998. Please provide the most recent underwriting manual for our review with Bates stamped pages.	12/13/2002	1/6/2003	None	None	See WA 65.	Confidential	See WA 82	Premiera to set up call to discuss (3/11/03)	Complete (3/6) Complete pending receipt of underwriting manual. (3/11) Premiera will schedule meeting between PWC (and any other interested consultants) and Jim Grazko, VP of Underwriting to address this issue (3/14) Premiera in process of scheduling interview with Jim Grazko (3/20) Call scheduled for March 24
	822	Kristian Magnani requested on December 18, 2002: 1. Screenprints of BlueCHIP security login and Menu Screens 2. Screenprints from "Procedure Write" with the sample Suspense Codes 3. Screenprint of the Suspense Review Trail (shows audit trail of which processor touched the claim for which suspense codes) 4. Sample Claims Activity Register with test data	12/18/2002	1/3/2003	0021673	0021681	Screenprints of BlueChip security login and menu screens; screenprints from "Procedure Write" with the sample Suspense Codes; Screenprint of the Suspense Review Trail (shows audit trail of which processor touched the claim for which suspense codes); Sample Claims Activity Register with test data	Confidential	Complete Response		Complete
	823	Kristian Magnani requested on December 18, 2002: (1) Computer and Network Usage Policy, (2) Email Usage Policy, (3) Confidentiality Statement (if exists), (4) The new Enterprise Wide Security Standards/Guidelines which Laurie had on her desk today and showed to us during our meeting, (5) IT Org chart	12/18/2002	1/3/2003	0021682	0021745	Computer and Network Usage Policy; Email Usage Policy; Confidentiality Statement; New Enterprise Wide Security Standards/Guidelines; IT Org Chart	Confidential	Complete Response		Complete
	824	Kristian Magnani requested on December 18, 2002 (Sue Keezer): 1. Which Unix Security Logs (SYSLOG, SU Log) are generated and reviewed? How often are these logs reviewed and by whom? Is any evidence of review maintained? What action is taken on unusual events? 2. Provide a sample (one day) of the Unix Security Logs	12/18/2002	12/20/2002	0021746	0021777	Meeting held with Sue Keezer on December 20, 2002 to review questions and requested reports; Documents as requested	Confidential	Complete Response		Complete
	828 829 830 831 832	Request by John Ellis on December 27, 2002: (used below, "Dimensions" includes the health care plans that Premiera is marketing under that name, and all other new health care plans considered during the Business Design and Project Development segment of the Business and Systems Transformation project. Please produce the following documents:) 1. All internal or outside studies or analyses referring to the impact on Premiera's financial performance of the business transition to the Dimensions plans. 2. All internal or outside studies or analyses referring to the estimated or actual competitive effect of Premiera's marketing of the Dimensions plans, including the timing of the transition of business, and the effect on market share, premiums, revenues, claims and other costs. 3. Presentations by management, or by any Premiera consultant, to Premiera's Board of Directors or any of its committees, or to management, regarding corporate strategy and planning and relating to the marketing of Dimensions plans. 4. All written correspondence and materials exchanged between Premiera and any Premiera consultant relating to 5. Minutes of meetings of Premiera's Board of Directors and	12/27/2002	2/24/2003	None	None	See E 446-450	Confidential	Complete Response		Complete
	833	Request by Kim Jacobson of Peterson Consulting: FEP membership numbers and premiums for the last 5 years broken out for WA and AK respectively.		1/8/2003	0022152	0022153	FEP enrollment December 1997, 1998, 1999, 2000, 2001 and 9/30/02 for WA and AK	Confidential	Complete Response		Complete as of January 8
	834	Request by Kristian Magnani on December 20, 2002: 1. IT Security log in screenprint 2. Telecommute User Agreement 3. IT Security Profiles for Claims I and Claims II Processors 4. CIS Security screen prints 5. Termination and Leave of Absence Database screens 6. Network Account Policy and Audit Policy settings 7. Telecommute Workplace Agreement 8. IT Termination Procedures 9. IT Security Authorization Request form	12/20/2002	1/3/2003	0021778	0021811	IT Security log in screenprint; Telecommute User Agreement; IT Security Profiles for Claims I and Claims II Processors; CIS Security Print Screens; Termination and Leave of Absence Database Screens; Network Account Policy and Audit Policy settings; Telecommute Workplace Agreement; IT Termination Procedures; IT Security Authorization Request form (NOTE: This document was mislabeled as #831 in the January 3, 2003 Matrix)	Confidential	Complete Response		Complete
	835	Follow-up Questions by Marcus Garrett (PWC), dated December 17, 2002, and answers thereto (in email format to be forwarded to all consultants), dated December 19, 2002, by Juli Bowen (Premiera Blue Cross Finance Dept.)	12/19/2002	12/31/2002	None	None		Confidential	Complete Response		Complete

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	836	Request by Marcus Garrett (PWC): I received the electronic schedule D as of December 31, 2001 for PBC, and understand that there is not a schedule D available as of September 30, 2002. While I appreciate this fact, surely there is something comparable available. What I am attempting to do is to calculate a weighted average yield of the company's investment portfolio as of December 31, 2001 and September 30, 2002. Whatever information you can provide that will help me to do that would be		1/8/2003	0022154	0022155	Electronic version of Schedule D as of 9/30/02 for PBC	Confidential	Complete Response		Complete
	837	Request by Marcus Garrett (PWC): Combined Schedule D for all Premera entities or the stand alone schedule D for each of the entities (including the comparable schedule for non-insurance companies). Again, my ultimate objective is to agree the total fixed income securities into the consolidated financial statements, and then to state what the weighted average investment yield as of December 31, 2001 and September 30, 2002 was. If there is a better schedule other than schedule D then I can use that as long as it will enable me to do what is indicated		1/8/2003	0022156	0022157	Electronic version of Schedule D as of 12/31/00, 12/31/01, 9/30/02 for SWL, MSC Life, LifeWise of Oregon, LifeWise of Washington	Confidential	Complete Response		Complete
	M30	Request for interview with Premera tax department regarding the three new tax-exempt organizations that Premera proposes to create if the conversion is approved (by Mike Callen, PWC).		1/9/2003	None	None	Meeting held with John Domeika and Larry Zommick (PBC), Mike Callen and Richard Ashley (PWC), Kathy Baxter (LLGM) and legal and tax representatives for Premera.	Confidential	Complete Response		Complete
	M31	Request for meeting with Goldman Sachs regarding its role as Premera's financial advisor (request by Jon Koplovitz, Blackstone).		1/10/2003	None	None	Meeting held January 10, 2003 in New York.	Confidential	Complete Response		Complete
	M32	Request for interview with Premera tax department regarding a review of the tax provisions established by the company on a historical basis (by Mike Callen, PWC).		1/15/2003	None	None	Meeting held January 15, 2003 at premiera Campus.	Confidential	Complete Response		Complete
	M33	Request for Follow-up Meeting regarding financial projections and expansion into Arizona		1/10/2003	None	None	Meeting held on January 21, 2003.	Confidential	Complete Response		Complete
	M34	Request for follow-up meeting with Premera senior management.		1/10/2003	None	None	Meeting conducted January 22, 2003.	Confidential	Complete Response		Complete
	841	Request by Kim Jacobson (Peterson) for analysis regarding geographical area factors for 1998, 1999 and 2002 for small group rate filings in Alaska and Washington.		1/21/2003	0024813	0024829	Analyses run to determine geographical area factors for 1998, 1999 and 2002 for small group rate filings in Alaska and Washington.	Confidential	Complete Response		Complete as of January 21
	M35	Request for Meeting with Premera General Counsel regarding litigation matters		1/30/2003	None	None	Meeting conducted on January 30, 2003.	Confidential	Complete Response		Complete as of January 30
	842	By cost center, the administrative costs for 100+ MPP AK (from 100+ Retention AK), ASC AK (from ASC BC), FEP AK (from FEP BC), and Med Sup AK (from Med Sup).		2/3/2003 2/5/2003	None 0029825	None 0029826	Provided Electronically to consultants on February 3, 2003; Electronic version of 9/30/02 YTD admin costs (by LOB by cost center) with FEP AK, Med Sup AK, ASC AK, MMP AK, MMP WWA and MMP EWA broken out	Confidential	Complete Response		Complete as of February 5 (3/6) Complete with update for year-end. (3/11) Complete per consultants
	842b	Clarification regarding electronic file Z805A.xls: Is this file supposed to include all of the LOBs for Premera? Based on (rvcm oic.xls), there have been 64 LOBs historically, 54 of which appear to have been active in 2002. Yes the admin cost file only shows 44 LOBs. Specific to Alaska, I note 4 missing LOBs (100+ MPP, ASC AK, Med Sup AK and FEP admin costs allocated to them? Moreover, should the admin costs tie to the operating expenses in (rvcm oic.xls) for the same period, or do the operating expenses also include some general expenses that are separated from the administrative expenses?	2/3/2003	1/29/2003 2/24/2003	None 0031636	None 0031638	Email response to Kim Jacobson (Peterson Consulting) addressing the issues raised in this response.	Confidential	Complete Response		Complete as of February 5 (3/6) Complete with update for year-end.
	843	Estimated market share and top competitors for ASO market.	2/3/2003	2/25/2003 3/13/2003	0032196 0032495	0032197 0032497	Estimate of Premera ASO market share and listing of primary ASO competitors. (3/13) ASO Market share estimates for Washington, Alaska and Oregon with listing of main competitors.	Confidential	Complete Response	Please make sure that this is state specific. (2/26/03 AK)	Complete as of February 26, 2003. (2/27) Premera will provide AK and OR specific reports. (3/6) Premera and Peterson to discuss data issues. (3/11) Premera to provide responsive documents by March 14, 2003

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

WA = Cantillo Preliminary Data Request (10/22/02), B = LL&M Document request (10/24/02)

C = Signal Hill Second Document Request, D = Cantillo Supplemental Data Request (11/1/02)

E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
	844	List of Alaska contracts and their renewal dates.	2/3/2003	2/14/2003	0030300	0030326	List of Alaska contracts and their renewal dates	Confidential	Complete Response		Complete as of February 14
	845	Clarification regarding the rcvm oic.xls file: For Type (Year)= 2002A: Does the column Month = JUN equal the first two quarters (full 6-months) worth of data? Does the column Month = SEP equal the third quarter (3 months) worth of data? Does PREMEQ= premium equivalents? Assuming the answers to the questions above are all "yes", why is there no PREMEQ for LOB = NATIONAL ACCOUNTS and LOB = BLUECARD HOST (MBS = GROUP W WA) in JUN? Why are the SEP figures approximately twice the JUN figures, when JUN has 6 months of data and SEP contains 3 months of data? (Does SEP really contain YTD figures, i.e., 9 months of data?)	2/3/2003	2/14/2003	0030411		The answers to the questions in request # 845 are found in the answers to questions 5, 6 and 7 in Exhibit B (Bates range 30083-30092)	Confidential	Complete Response		Complete as of February 14
	846	Why doesn't the 2002 projected net income calculation (all figures) for Alaska as reported in the Statement of Operations - Statutory (Form A, Exhibit A-6) tie to WA 74 (note, this is after FEP AK and Medicare Supplement AK have been reclassified from WA to AK)?	2/3/2003	2/14/2003	0030412		The answers to the questions in request # 846 are found in the answer to question 8 in Exhibit B (Bates range 30083-30092)	Confidential	Complete Response		Complete as of February 14
	854	12/31/02 GAAP MD&A and 12/31/02 PREMERA Balance Sheet, Income Statement, Changes in Equity and Cash Flow	2/5/2003	2/14/2003	0030327	0030341	12/31/02 GAAP MD&A; 12/31/02 Balance Sheet, Income Statement, Changes in Equity and Cash Flow	Confidential	Complete Response		Complete
	855	Adjusted surplus of MSC immediately preceding its merger into PBC for purposes of determining the potential impact on the Sec. 833(b) deduction if such amount were included in the computation.	1/15/2003	2/18/2003	0030454	0030456	MSC Adjusted Surplus	Confidential	Complete Response		Complete as of February 18
	856	Percentage of SWL life reserves to total reserves as of 12/31/2002.	1/15/2003	2/18/2003	0030451	0030453	States West Life Reserves Test	Confidential	Complete Response		Complete
	857	Aggregate taxable losses of all members of the group except for SWL from 1997-2001.	1/15/2003	2/18/2003	0030449	0030450	Non-Blues Taxable Income 1997-2001	Confidential	Complete Response		Complete
	858	Assessment of the impact on the valuation allowance of treating SWL as a non-life company (i.e. would the income generated by SWL each year impact the valuation allowance assessment?).	1/15/2003	2/18/2003	0030447	0030448	Effect of the non-life status of SWL on the realization of the regular tax NOL CF.	Confidential	Complete Response		Complete
	859	Memorandum supporting the amount of and need for a valuation allowance.	1/15/2003	2/18/2003	0030442	0030446	Support for valuation allowance for NOL.	Confidential	Complete Response		Complete
	860	Updated tax contingency reserve analysis through 12/31/2002	1/15/2003	2/18/2003	0030439	0030442	Contingency analysis as of December 31, 2002.	Confidential	Complete Response		Complete
	861	Determination of tax basis in the assets and liabilities of PHP immediately preceding its merger into PBC. Taxable (or book) income of PHP for the 5 years preceding its merger into PBC.	1/15/2003	2/18/2003	0030436	0030438	1. Tax basis of assets and liabilities immediately preceding the merger (tax adjustments only). 2. Taxable income of PHP for the five years preceding the merger.	Confidential	Complete Response		Complete
	M36	Follow-up Tax Meeting requested by PWC	1/31/2003	2/18/2003	None	None	Meeting conducted on February 18, 2003	Confidential	Complete Response		Complete
	M37	Financial Follow-up Meetings	2/10/2003	2/24/2003	None	None	Meetings conducted on February 24 and 25, 2003	Confidential	Complete Response		Complete as of February 25.
	862	2003 Premiera Budget	2/20/2003	2/24/2003 2/26/2003	None 0032296	None 0032297	2003 Premiera Budget emailed to all consultants on 2/24/2003	Confidential	Complete Response		Complete (3/6) Complete per consultants.
	863	Request for GAAP projected financial statements for Alaska.	2/20/2003	2/21/2003 2/25/2003	None 0032246	None 0032247	Email of file sent to all consultants	Confidential	Complete Response		Complete. (3/11) Updated projection model provide on March 7 and follow-up call scheduled for March 14. (3/14) Consultants to review and respond by March 20 (3/20) Complete per consultants
	864	Request for job descriptions for Karen Bartlett and John Castiglia	2/13/2003	2/27/2003	None	None	Job descriptions for Karen Bartlett and John Castiglia do not exist.	Confidential	Complete Response		Complete as of February 27, 2003. (3/6) Complete pending PWC review. Premiera indicates these do not exist. (3/11) Complete per consultants

Data Request Response Matrix (subject to rolling production) as of March 20, 2003

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E = Cantillo Supplemental Data Request (as of 01/06/2003), 800 Series - Ad Hoc requests by Consultants

Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premiera Status (per Premiera)
	M38	Cost allocation meeting for Alaska consultants	2/21/2003	2/25/2003	None	None	Meeting conducted on February 25, 2003	Confidential	Complete		Complete
	865	Hand-out provided to consultants at February 24, 2003 Financial Follow-up Meeting	2/24/2003	2/24/2003 3/11/2003	None 0032446	None 0032486	Hand-out provided to consultants at February 24, 2003 Financial Follow-up Meeting	Confidential	Complete Response		Complete (3/6) Complete per consultants. (3/11) Consultants to receive on March 12, 2003 (3/14) Complete per Consultants
	866	Questions posed by Peterson Consulting in advance of Cost Allocation Meeting on February 25, 2003	2/21/2003	2/24/2003 2/26/2003	None 0032298	None 0032301	Premiera answers to questions regarding cost allocation posed by consultants	Confidential	Complete		Complete (3/6) Complete per consultants.
	867	Recast of Premiera Projection Model	2/28/2003	3/7/2003 3/11/2003	None 0032487	None 0032490	Electronic version of projection model emailed to consultants on March 7, 2003	Confidential	To review by 3/20/03: See WA 74		#####
	868	Complete SG&A cost allocation model for all of 2002 broken down by line of business (as previously provided through 9/30/02 in request Z805A).	2/28/2003	3/7/2003 3/11/2003	None 0032491	None 0032492	Electronic verion of cost allocation spreadsheet through 12/31/2002	Confidential	Complete Response		Premiera to address. (3/11) Updated cost allocation spreadsheet provided on March 7, 2003 (3/14) Consultants to review and respond by March 18 (3/20) Complete per Consultants
	869	All documents that were prepared in connection with the B&ST project or the development of Dimensions products and that contain any analysis of base rates or other matters relating to the pricing of Dimensions products.	2/26/2003	3/4/2003	0032324	0032343	Additional materials related to the pricing of Premiera's Dimensions plans. Included in the response to this request are the 2002 rate filings specific to the Dimensions plans. These documents were previously produced pursuant to WA 65.	Confidential	Complete Response		Complete as of March 6, 2003 (3/11) Premiera awaiting review by consultants (3/14) Complete per Consultants
	870	All documents referring to the pricing of Premiera or MSC products in Eastern Washington relative to the pricing of Premiera products in Western Washington, or to the need for uniform statewide base rates.	2/26/2003	3/4/2003	0032324	0032343	Additional materials related to the pricing of Premiera's Dimensions plans. Included in the response to this request are the 2002 rate filings specific to the Dimensions plans. These documents were previously produced pursuant to WA 65.	Confidential	Complete Response		Complete as of March 6, 2003 (3/11) Premiera awaiting review by consultants (3/14) Complete per Consultants
	871	Supporting worksheets for other income, other expense, investment income and sale of securities that describes how the split between WA and AK was calculated through year-end 2002.	3/5/2003					Confidential	Incomplete Response	Premiera to provide worksheets (3/11/03)	Premiera to address. (3/11) Premiera to provide responsive materials by March 14, 2003 (3/14) Premiera to provide by March 21
	872	Full year actual 2002 investment income allocation (E480)	3/5/2003	3/7/2003	None	None	Electronic version of projection model emailed to consultants on March 7, 2003	Confidential	To review by 3/20/03: See WA 74		Premiera to address. (3/11) Updated projection model provided on March 7 and follow-up meeting scheduled for March 14, 2003 (3/14) Consultants to review and respond by March 20
	873	Projected balance sheets for other (stock/for-profit) operations (as opposed to the Washington not-for-profit operations or the Alaska not-for-profit operation) in accordance to the split agreed upon at the financial projections meetings.	3/5/2003	3/12/2003	None	None	As indicated previously, Premiera only has consolidated balance sheets and thus does not do balance sheets by entity or line of business.	Confidential	Complete Response		Premiera to address. (3/11) Complete
		Follow up tax requests by PWC submitted to Premiera on 3/4/2003 as follows:									
	874	Written analysis regarding whether Premiera intends to provide for taxes in its GAAP and statutory financial statements on the basis that it will not experience a material change and, therefore, continue to recognize the benefits of the 833(b) deduction.	3/4/2003					Confidential	Incomplete Response		Premiera to address. (3/11) Premiera to provide responsive materials by March 14, 2003 (3/20) Premiera to provide responsive materials by March 28
	875	Written analysis regarding whether Premiera intends to establish any liability for the uncertainty related to this issue in post-conversion years. If not, please indicate why.	3/4/2003					Confidential	Incomplete Response		Premiera to address. (3/11) Premiera to provide responsive materials by March 14, 2003

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	876	Written analysis regarding the disclosures that Premera would provide in its financial statements related to the potential impact if Premera is determined to have experienced a material change.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	877	The technical basis for the conclusions reached in items 874-876.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	878	Please provide an analysis of the accounting positions and disclosure of all other converted BCBS plans with respect to the material change issue.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	879	Written analysis regarding Premera's views on whether the SEC may object to Premera's proposed treatment of this matter when Premera becomes a public company.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	880	Written analysis of whether the other (i.e. the non-financial statement) disclosures that Premera believes would have to be provided regarding this issue (e.g. risk factors) in documents provided in connection with a public offering of Premera's stock.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	881	In the assumptions supporting your 833(b) analysis, you indicated that the impact of a potential loss of any remaining asset step-up is minor. Please provide a numerical analysis of such.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	882	Provide an analysis of whether PBC would qualify as an insurance company for federal income tax purposes if it experiences a material change, and the potential effects if it does not so qualify.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	883	Five recommendations made by PWC related to Premera's final 382 tax opinion	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
		PWC concerns regarding the adequacy of the opinions issued by Ernst & Young:									
	884	The Section 368/382 short-form opinion needs to refer to all of the component steps of the conversion as the Transaction, starting with the formation of the Foundation and amendment of Premera's Articles of Incorporation.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	885	The Section 368/382 short-form opinion needs to address the tax treatment of the Foundation.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	886	The Section 368/382 short-form opinion needs to address the tax treatment of LifeWise.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	887	The Section 368/382 short-form opinion only refers to tax-free reorganizations. Should it also address the Section 351 transactions as covered in the long-form opinion?	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	888	The Section 368/382 opinion does not address that Premera will subsequently experience a Section 382 change in ownership when sufficient stock is sold by the Foundation and or through the issuance of additional shares of stock by Premera.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	889	The Section 833 opinion limits the opinion to "as of the close of the transaction", which is too restrictive. We would prefer that the "as of" language be changed to "following".	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	890	With respect to both opinions, there is a concern that the opinions cannot be relied upon by Washington and Alaska.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	891	We would like an analysis of the potential adverse Washington state tax consequences, both resulting from the conversion transactions and on the operations of the affected companies, if the state does not rule favorably on your request.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	892	Based on representations made in WA 48, we understand that Premera intends to treat all payments to professionals and outside advisors as either : currently deductible amounts under Section 162, or organizational costs under Section 248 to be capitalized and amortized over 60 months. All internal costs incurred in connection with the conversion including salaries and benefit payments will be treated as currently deductible ordinary and necessary business expenses. If this is, indeed, the company's position, we would like to understand your evaluation of the risk that a portion of the expenses incurred in connection with the conversion transaction (particularly the outside costs) may be required to be treated as non-amortizable, capital expenses related to the tax-free reorganization. What analysis has Premera conducted (or intends to conduct) to get comfortable with the treatment of these expenses as outlined above?	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	893	We noted an amount of \$221,000 in the 2002 tax contingency reserve relating to reorganization costs. Please provide the rationale supporting the 25 percent non deductible assumption.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	894	Premera's prior analysis of the tax effects of a material change focused on GAAP financials. Please expand analysis to show the statutory accounting impact on operations and surplus, including the effects on current tax account and the admissible deferred tax asset.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
		Additional questions and observations by PWC regarding States West Life.									
	895	It appears that you are using tax reserves as opposed to statutory reserves (as required by the IRC) for purposes of the 2002 life insurance company test.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	896	In the 2002 life insurance company test, it appears that all Exhibit 11 reserves are being excluded from the denominator such that only Exhibit 8 and 9b reserves are included in the test. If Exhibit 11 reserves were excluded from the life test computation in 2000 and 2001, would SWL have been treated as a life or non-life company for federal income tax purposes? Please provide the life test computations for 2000 and 2001 in support of your response.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	897	The 2002 life insurance company test appears to indicate that SWL would be treated as a life insurance company in 2002 as its mean reserves are comprised of more than 50 percent life insurance reserves. Please indicate whether Premera intends to treat SWL as a life or non-life company for purposes of the 2002 consolidated federal income tax return. If Premera intends to treat SWL as a life company, would it be eligible for inclusion in the consolidated return as a result of its change in status from a non-life company to a life company? Please explain.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	898	The projections of future taxable income, assuming that Premera is entitled to the Section 833(b) deduction in post conversion years, indicates that the net operating loss carryover will be utilized by 2005. In the memorandum supporting the need for a valuation allowance, however, you indicate that it is unlikely that the net operating losses will be utilized in the near future given the significance of the Section 833(b) deduction. Please explain.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28

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Cross Ref. No.	WA No.	Data Request	Date Requested	Date Provided	Bates Begin	Bates End	Description of Documents	Confidentiality Level	Status of request (per states' consultants)	Consultants' Comments To Documents Provided	Premera Status (per Premera)
	899	You have indicated that there is approximately \$1.8 million in tax contingencies relating to premium tax matters. Have these amounts been provided for in the financial statements? If so, please indicate when such amounts were first provided and the accounts in which these amounts are included.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	900	We would like to obtain a written representation confirming your verbal statement that you do not believe that there are any adverse tax consequences that could impact the policyholders of Premera in connection with the conversion transaction.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	901	We would like to obtain a written representation confirming your verbal statement that you do not believe that PBC has previously experienced a material change in structure or operations.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	902	Please provide a written representation that Premera does not intend to claim a tax deduction for the value of the New Premera shares transferred to the Foundation in connection with the conversion transaction.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	903	How is Premera Blue Cross taxed for Washington premium tax purposes? If Premera Blue Cross is not taxed as a Health Care Service contractor then under what statutory authority is Premera subject to a premium tax?	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	904	How does Premera Blue Cross allocate the ASC, Dental, Medicare, and subsidized BHP to non-insurance affiliates and miscellaneous income? What is the statutory authority requiring Premera Blue Cross to pay the B&O tax on the allocated premium to non-insurance entities?	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	905	What is the basis for Premera Blue Cross' Seattle B&O Tax?	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	906	What is the statutory authority for the Alaska premium tax rate of 6% of premium minus claims for Premera Blue Cross?	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	907	Was the Premera group required to file a combined Alaska Corporate Income Tax return including the insurance entities by Alaska or did it benefit Premera to do so?	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	908	Please explain the basis for the following statement: "The tax rate in Alaska is 2% of premiums generally as a result of the retaliatory fee imposed under Alaska law."	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	909	Section 4.3(a)(xiv) of the current draft of the Plan of Conversion provides for an IRS ruling that we understand to be inconsistent with the current plans of Premera. Accordingly, changes would seem necessary to this	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28
	910	Section 4.3(a)(xv) contains provisions of concern. For example, the ability of Premera to unilaterally waive any of the conditions is of significant concern. Please provide a redraft of the tax provisions of the Plan (and other associated documents) when available.	3/4/2003					Confidential	Incomplete Response		Premera to address. (3/11) Premera to provide responsive materials by March 14, 2003 (3/20) Premera to provide responsive materials by March 28

EXHIBIT B
QUESTIONS AND ANSWERS: STATUS OF COMPLETION

As of February 26, 2003

Item Number	Date of original request	Question presented	Status of action on request as determined by the Consultants	Status and Answers per Premera
1	13-Dec-02	Does Premera interpret the indemnification agreement to require the Foundation Shareholder to indemnify Premera from the potential loss of the sec. 833b deduction or other future tax liabilities as a result of the loss of an existing tax status? If not, what is Premera's interpretation?	Complete Response	See 0030092.
2	13-Dec-02	Does Premera interpret the conversion claims, Nontax indemnity, and transactional claims provisions to encompass tax liabilities? If not, what is Premera's interpretation?	Complete Response	See 0030092.
3	13-Dec-02	Does Premera interpret the "Nontax Indemnity" section of the Indemnification Agreement to make the Foundation Shareholder liable for any and all claims, damages, etc. that might result from the conversion, including Premera's attorney fees? If not, what is Premera's interpretation?	Complete Response	See 0030092.
4	13-Dec-02	Are any of Premera's product lines currently exempt from a premium tax, but might become subject to premium tax after the conversion?	Complete Response	See response to request #E442. Health plans that offer FEP coverages, a federal government health benefit program, do not pay state premium taxes for premiums collected or payments made in connection with that program. This exemption applies to all health plans regardless of whether a plan is organized as a for-profit or non-profit corporation.
5	20-Jan-03	Within the RVCM file, does Type (Year) 2002A equal the following: Does the column "JUN" equal the first two quarters (full 6-months) worth of data? Does the column "SEP" equal the third quarter (3 months) worth of data? Does "PREMEQ" equal premium equivalents?	Complete Response	Jun and Sept. are both year to date. PREMEQ does equal prem equivalents.
6	20-Jan-03	Assuming the answers to number 5 above are all yes, why is there no PREMEQ for LOBs "National Accounts" and "BLUECARD HOST MBS = GROUP W WA"?	Complete Response	Due to the acctg change this year (see E490), we provided as much historical information as possible back to 1999. We had BlueCard information for 2000 and 2001. We had National account information only for the current year.
7	20-Jan-03	Assuming the answers to number 5 above are all yes, for PREMEQ, why are the SEP figures approximately twice the JUN figures, when JUN has 6 months of data and SEP contains 3 months of data?	Complete Response	See #5
8	20-Jan-03	Why doesn't the 2002 projected net income calculation (all figures) for Alaska as reported in the Statement of Operations - Statutory (Form A, Exhibit A-6) tie to WA74 (note, this is after FEP AK and Medicare Supplement AK have been reclassified from WA to AK)? See Excel file attached below:	Complete Response	At the time of completing the AK Form A, the WA 74 was not split by state for FEP. When the AK Form A was completed, we had to make an estimate of the split at the time. Subsequently, WA 74 was split by state for FEP and the actual WA/AK split varied from our estimate in the AK Form A for revenue. Benefit expenses for the AK Form A were based upon more current information at the time of completing the AK form A for the 2002 data. In addition the Selling, General & administrative (SG&A) used for the AK Form A were 2002 budget as the WA 74 did not allocate the general & administrative expenses to line of business at that point. The only other differences are the AK Form A is statutory accounting. The stat adjustments are to move the administrative fees revenue as a credit to SG&A expenses along with an adjustment to move the loss adjustment expenses from claims expense to SG&A.
9	20-Jan-03	What is the reason the medicare reimbursement reclass is no longer necessary (refer to Request E 489)?	Complete Response	See E490
10	20-Jan-03	What is driving the actual increase in Administrative fees of \$9 million (refer to Request E 489)? Please be specific and quantify your response where possible.	Complete Response	When comparing administrative fees 2001 compared to 2002, we have had increases in all lines of business. These include the following: ASC - \$3.9 million; Medicare Part A - \$0.7 million; National accounts and Bluecard - \$3.0 million and WEA - \$ 0.8 million
11	20-Jan-03	Does the company have any derivatives or embedded derivatives as defined by FAS133 (either on the investment or liability side).	Complete Response	No.
12	20-Jan-03	The FEP UEP reserve was not updated as of September 30, 2002, please identify what the correct FEP UEP was at that time?	Complete Response	That FEP UEP is updated annually. The updated amount will be provided with the 2002 financial information.
13	20-Jan-03	What is driving the fluctuation in the pension equity plan's actuarial gain / loss between December 31, 2001 and December 31, 2000?	Complete Response	Market conditions.
14	20-Jan-03	What are the components of the pension equity and other post retirement plans balance September 30, 2002 (ie. PBO, plan assets, actuarial gain / loss etc.).	Complete Response	Our pension valuation is performed at December 31, 2002. See request # E463 and E#469 for the actuarial reports.
15	20-Jan-03	What did the "Unclassified Assets" and the "Software capitalized" accounts decrease to at December 31, 2002 as a result of the sale leaseback transaction?	Complete Response	The sale leaseback transaction was \$33.1 million dollars. Unclassified assets decreased by \$26.1 million and software capitalized decreased by \$7.0 million, net of amortization.
16	20-Jan-03	The September 30, 2002 MD&A states that the company "has realigned the investment portfolio to decrease the concentration in equity securities to 8%", however, we have calculated equities at approximately 10% (using fair value). What is the reason for the difference? Are other investments and cash and cash equivalents considered in the 8% target? What percentage of the total investment portfolio do equities represent at December 31, 2002?	Complete Response	The 8% is a target. Cash and cash equivalents are not considered in the 8% target. Equities represent 8% of the total investment portfolio (excluding equity in affiliates) at 12/31/02. See
17	20-Jan-03	Are there any securities on a watch list for potential impairment at December 31, 2002?	Complete Response	See request #C253.

18	20-Jan-03	Was there an analysis prepared at December 31, 2001 identifying all securities where the fair value had declined below 80% of the amortized cost / cost AND sustained this decline for greater than 6 months? If not, what process did the company undertake to ensure that the impairment recorded during 2002 did not related to a prior period?	Complete Response	No specific quantitative analysis was performed at December 2001. However, based upon our review of assets, none were deemed other than temporarily impaired at that time. Based on the fact that no assets were considered other than temporarily impaired at December 2001, no analysis was done in June 2002 to determine if the impairment related to a prior period.
19	31-Jan-03	Please provide an explanation of the legal authority for the proposed transfer of insurance contracts.	Response	At the 02/25/03 meeting between Premera and the state regulators, Premera explained its position on this issue. The state regulators are considering Premera's explanation.
20	1-Feb-03	Please provide an explanation of the legal authority for the proposed transfer of licenses and registrations.	Response	At the 02/25/03 meeting between Premera and the state regulators, Premera explained its position on this issue. The state regulators are considering Premera's explanation.
21	4-Mar-03	Why does the book value per the sum of the 5 schedule Ds not equal the amortized value included within the G/L? Previously it was said that the fair value of the Ds would not equal the fair value in the G/L because of different sources being used. However, there should be no difference in the amortized values. This suggests that there is something else behind the difference		The numbers will not tie if there are holdings with an NAIC value of 3 or more on health companies. Premera is required to write those down to NAIC (SVO) market value for statutory reporting. Therefore, the Schedule D's will tie to facing page of the assets page in the annual statement, but not to the G/L. The worksheets that Premera is providing as part of E498 will also show if there has been a write-down.